

**ULTIMATE**

**SPIDER-MAN®**

ISSUE

**33**

ORIGINS



BENDIS  
BAGLEY  
THIBERT

**MARVEL®**

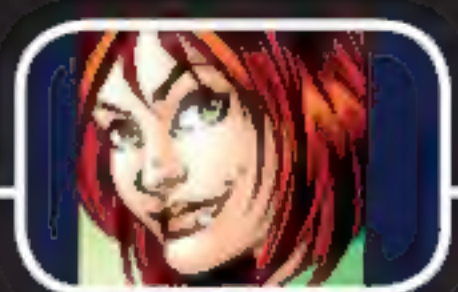




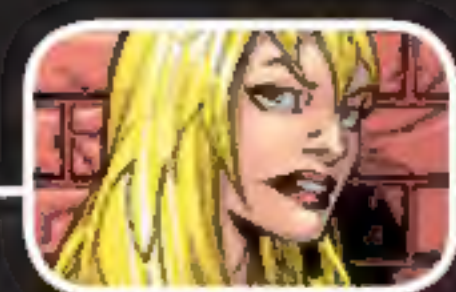
Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

# O R I G I N S

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

## PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Police Captain Stacy is killed while in pursuit of a burglar who went on a crime spree posing as Spider-Man, leaving his daughter Gwen Stacy orphaned while staying at the Parkers. Aunt May takes pity on the young woman and invites her to live with the Parkers permanently.

After finally defeating the burglar who was posing as Spider-Man, Peter is shocked to find out that Mary Jane Watson, his girlfriend and sole confidant, can't handle the pressure of being Spider-Man's girlfriend and breaks up with him.



# S t a n l e e p r e s e n t s : ULTIMATE SPIDER-MAN

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She  
dumped  
me.

ADVANCED  
PHYSICS





I can't believe I screwed this up, too.

I have officially screwed up every single part of my life on every conceivable level.

I am screwing up at school. I am screwing up at home.

I failed Harry. I failed Uncle Ben.

The entire world hates me because some idiot was running around robbing banks dressed as me.



And now the one person in the entire world who knows me-- who really *knows* me-- doesn't want *anything* to do with me.

And the killer thing is-- everything MJ said about me is *right*!

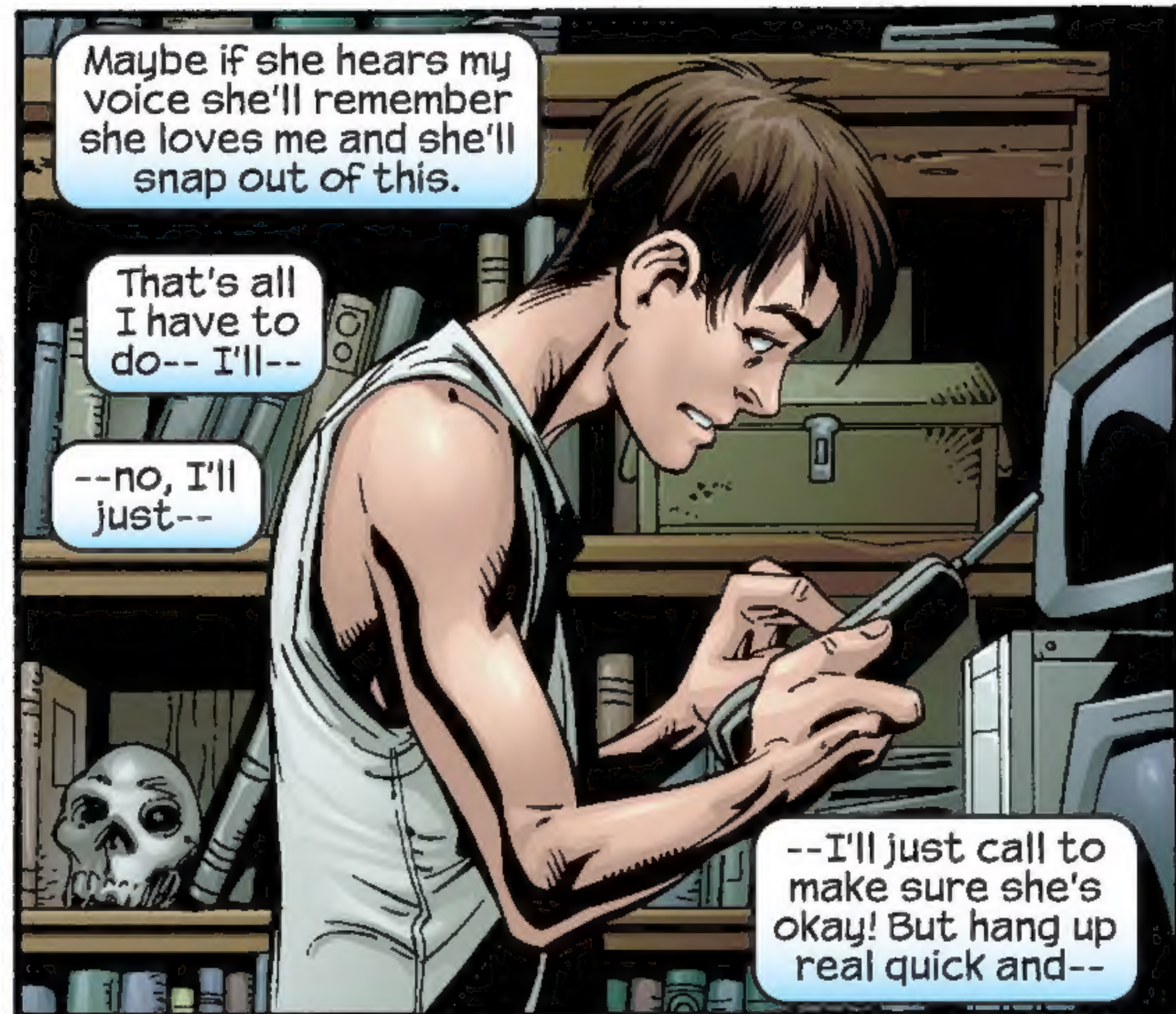
I should have called to her, "You're right!! You're right, MJ!! Just come back and we'll work it out!!!"

And instead, I let her walk away.



I should call her!

I gotta hear her voice!



Maybe if she hears my voice she'll remember she loves me and she'll snap out of this.

That's all I have to do-- I'll--

--no, I'll just--

--I'll just call to make sure she's okay! But hang up real quick and--



--no! She'll starve me like she did to Kong that time.

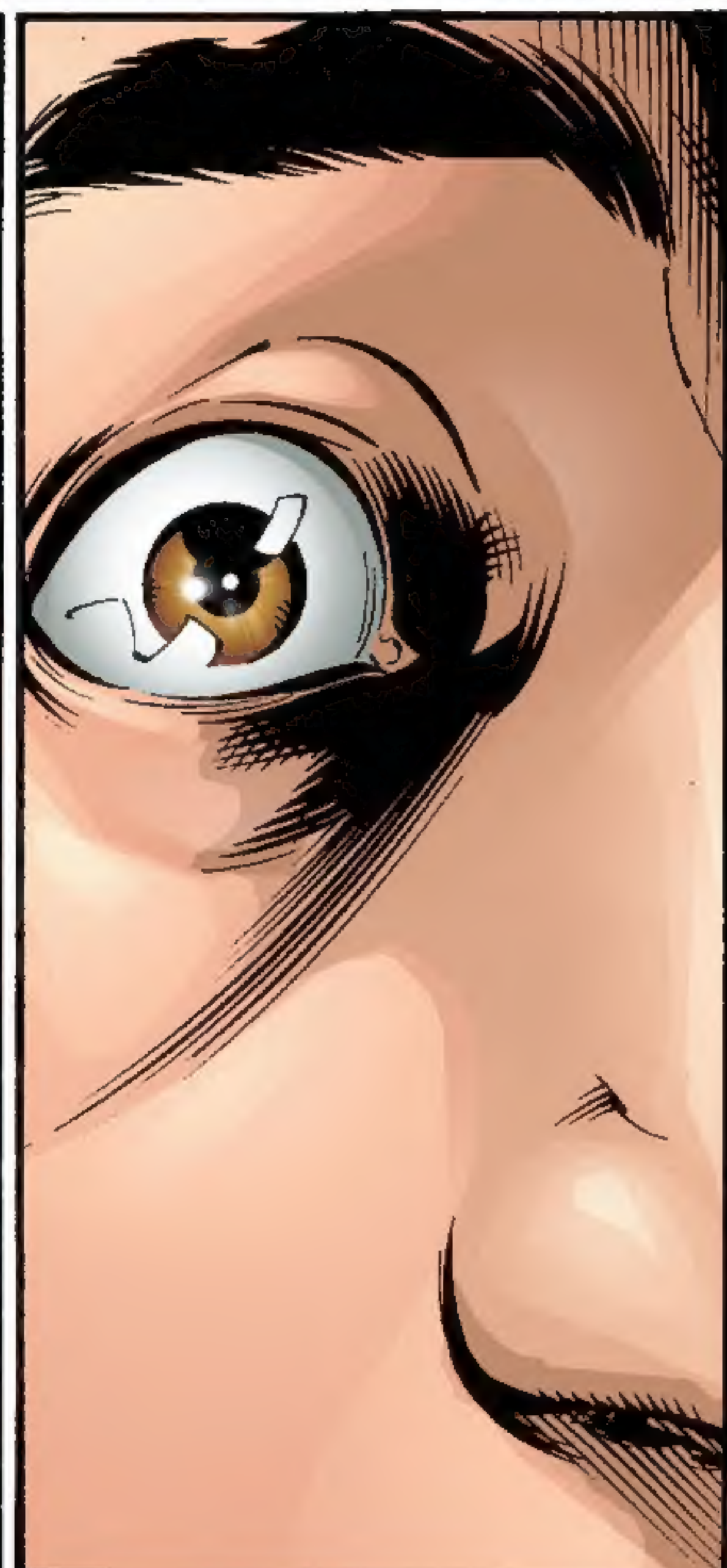
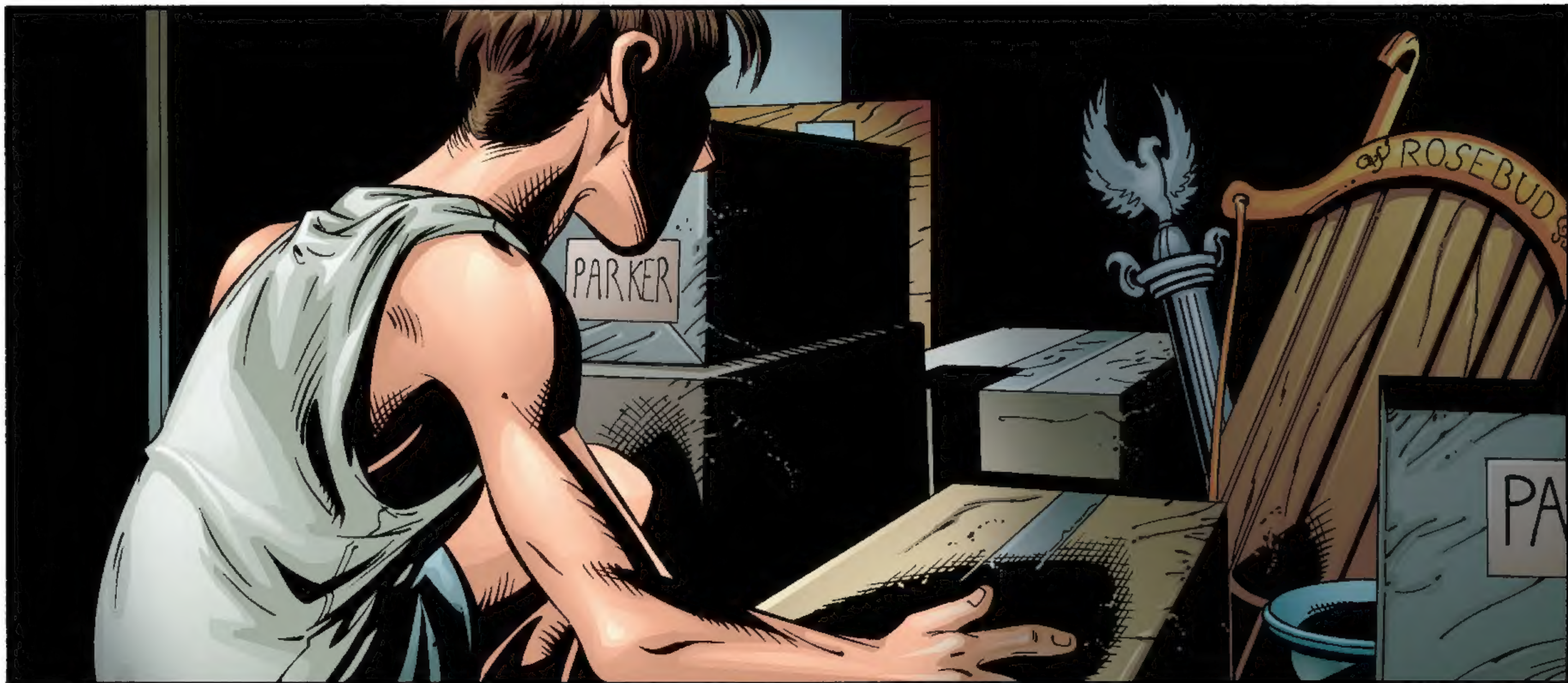


Aggh!! This sucks!!

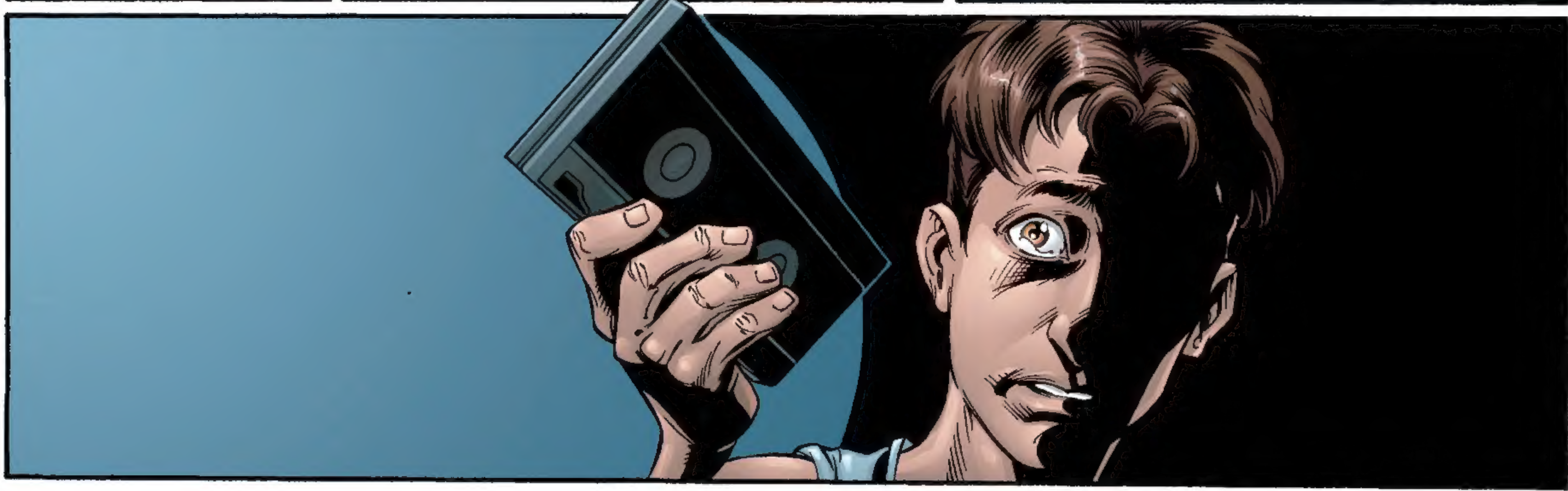
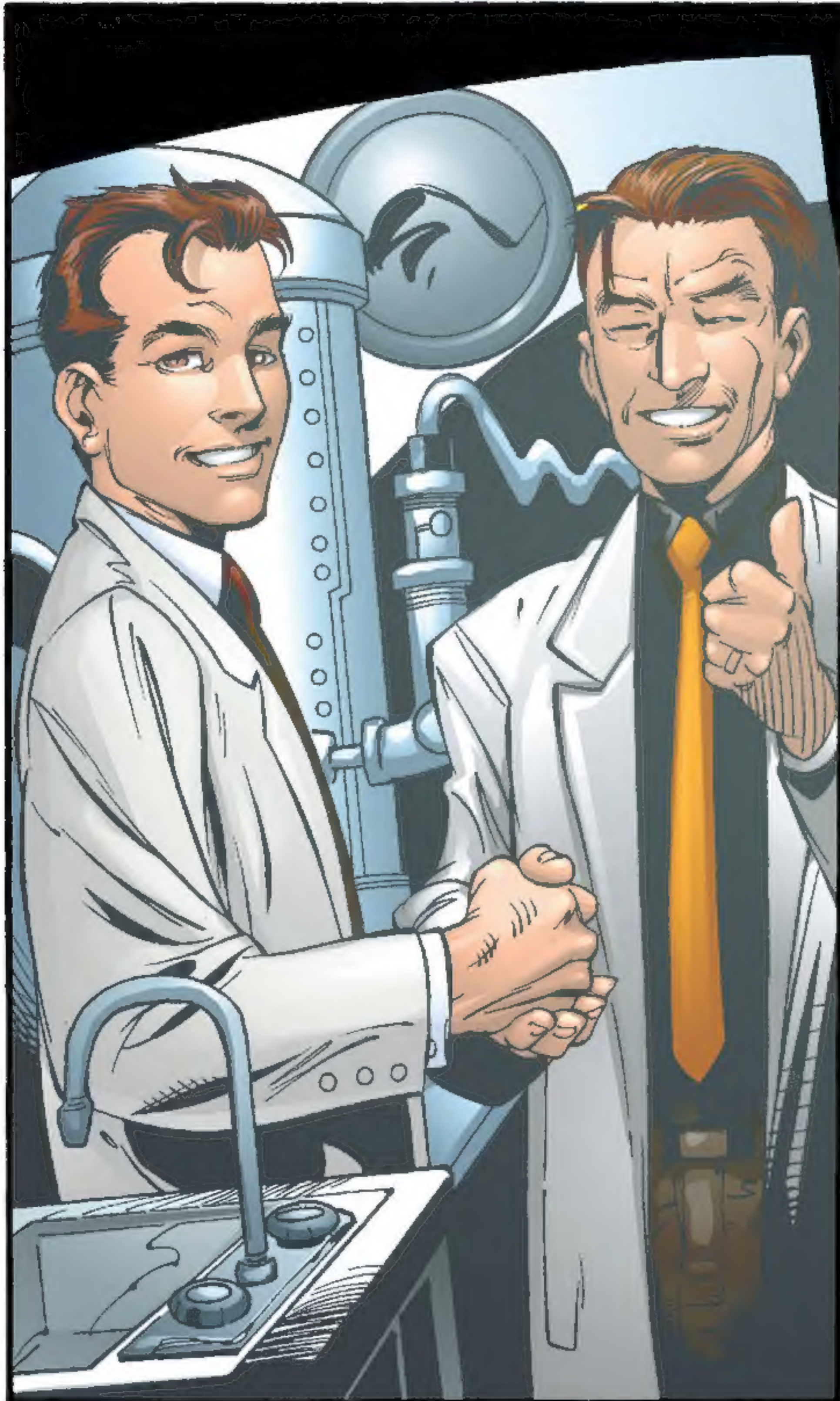
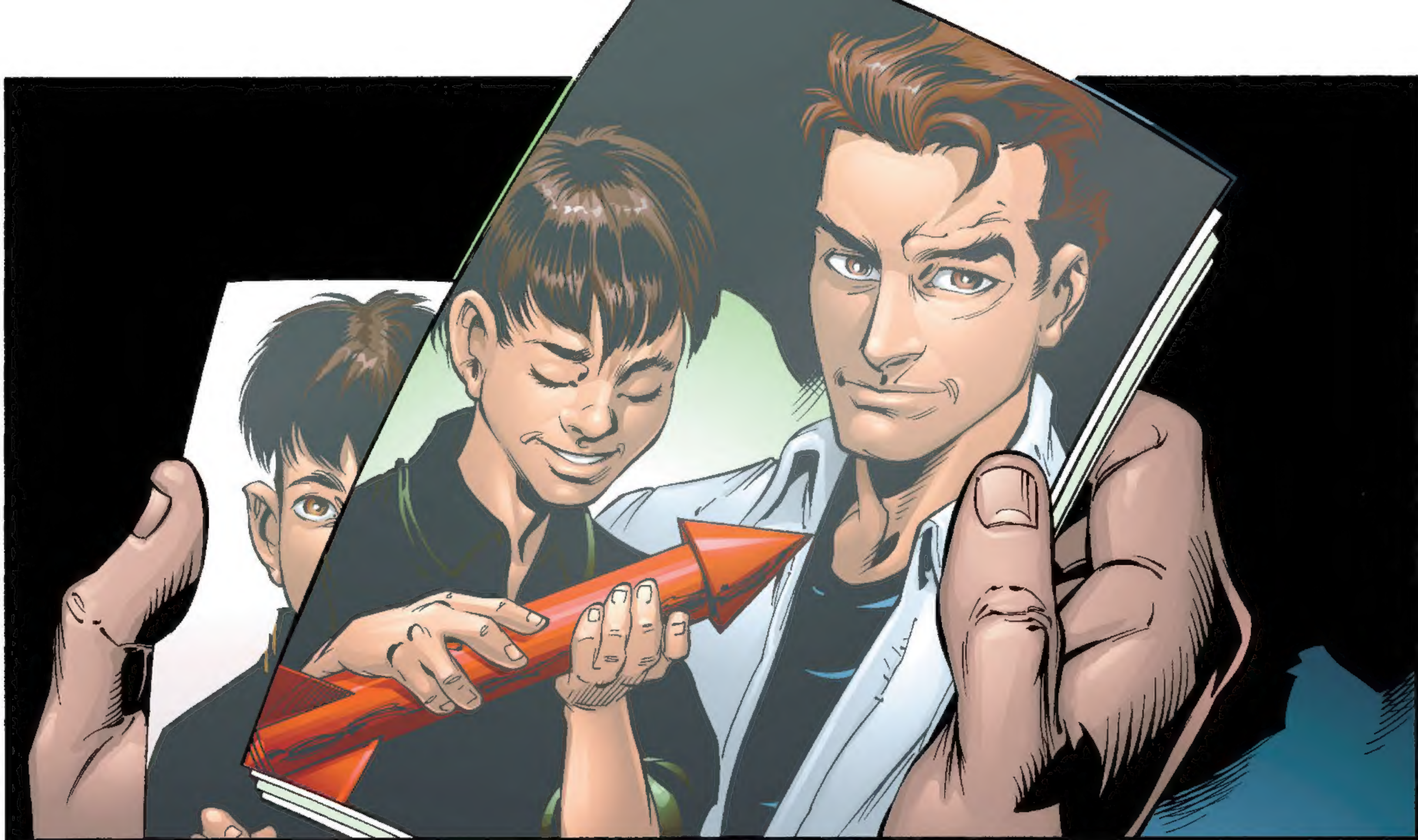




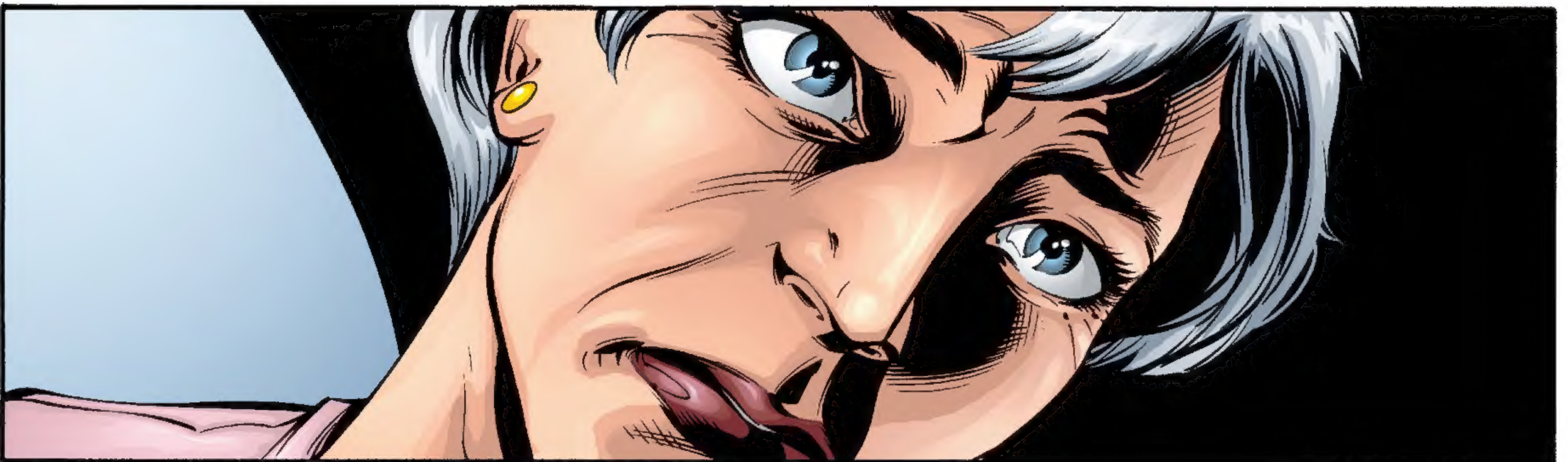
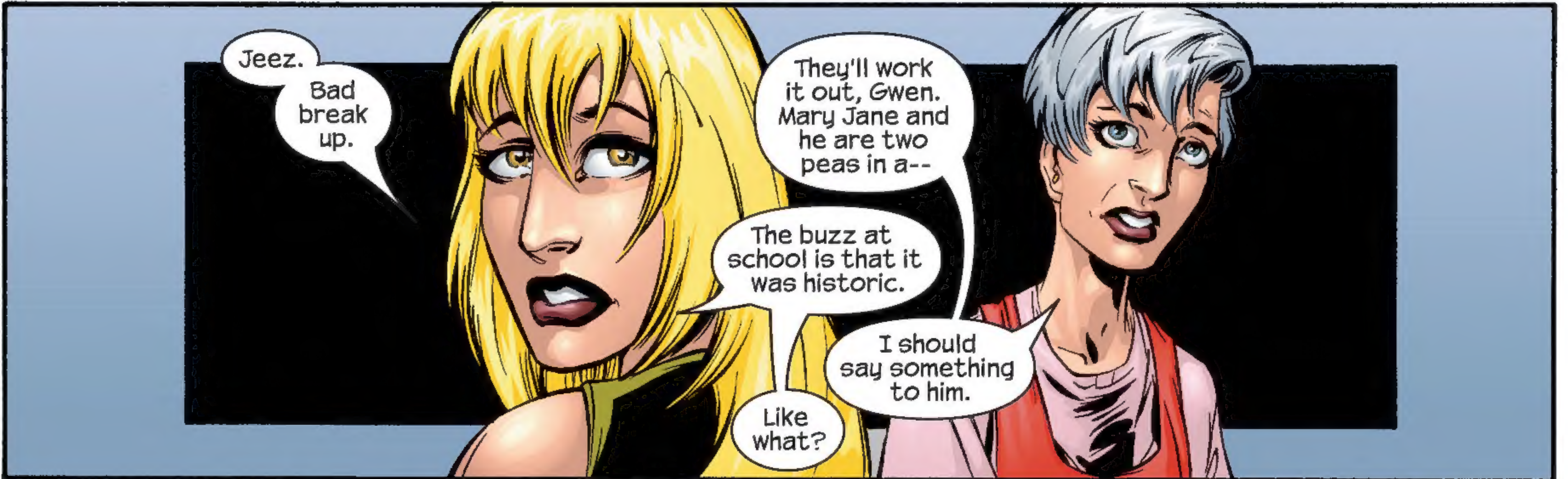
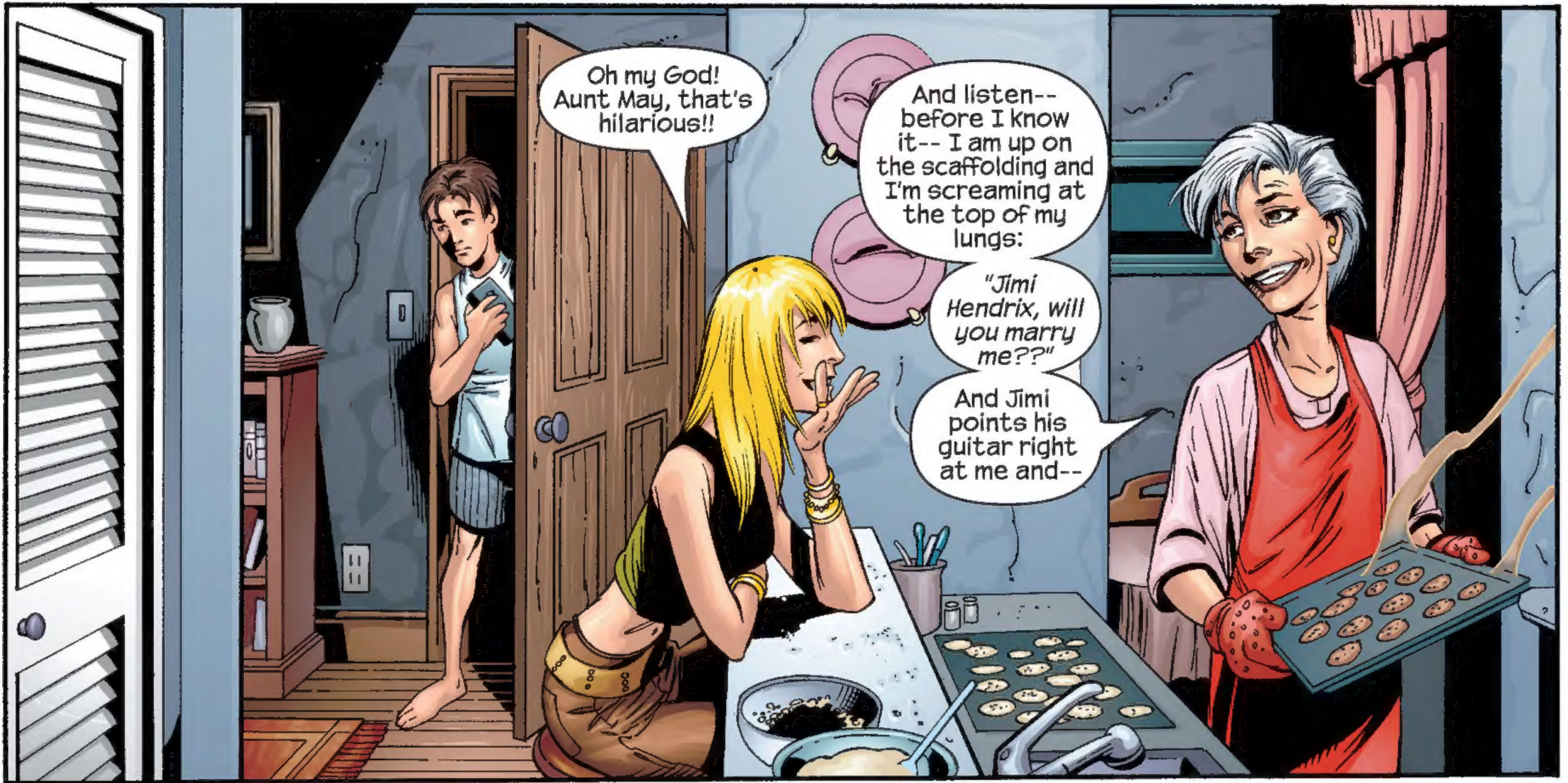




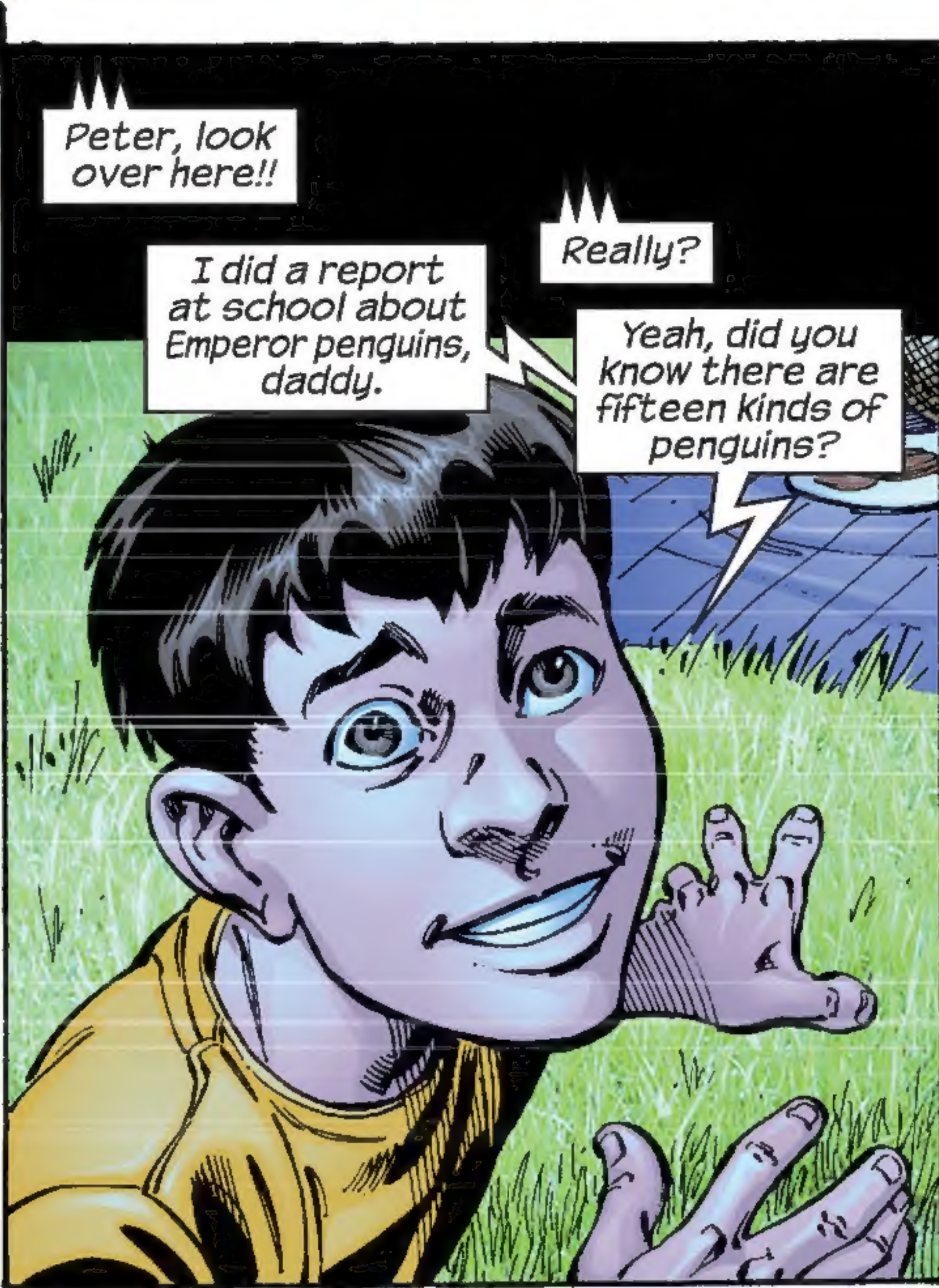
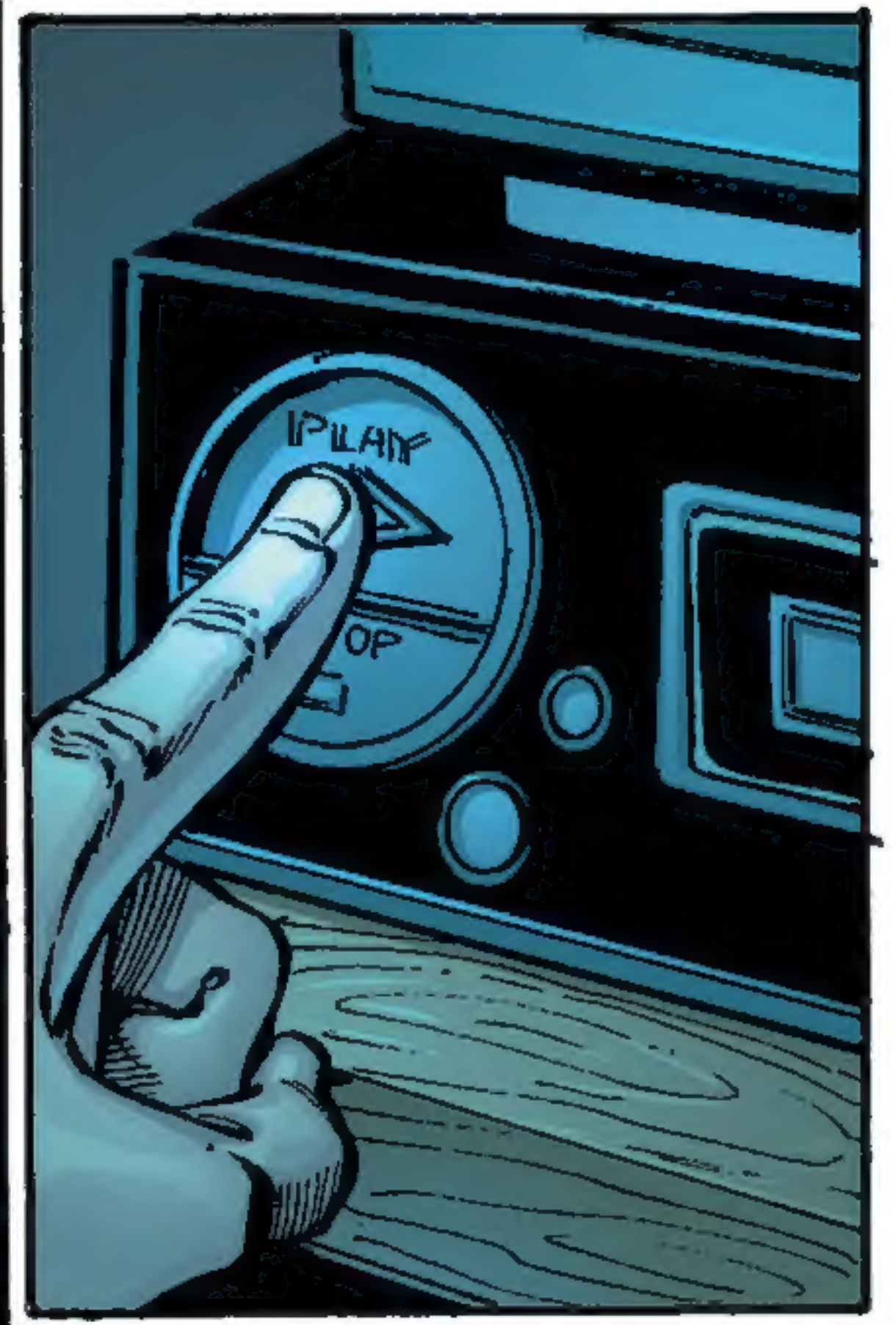




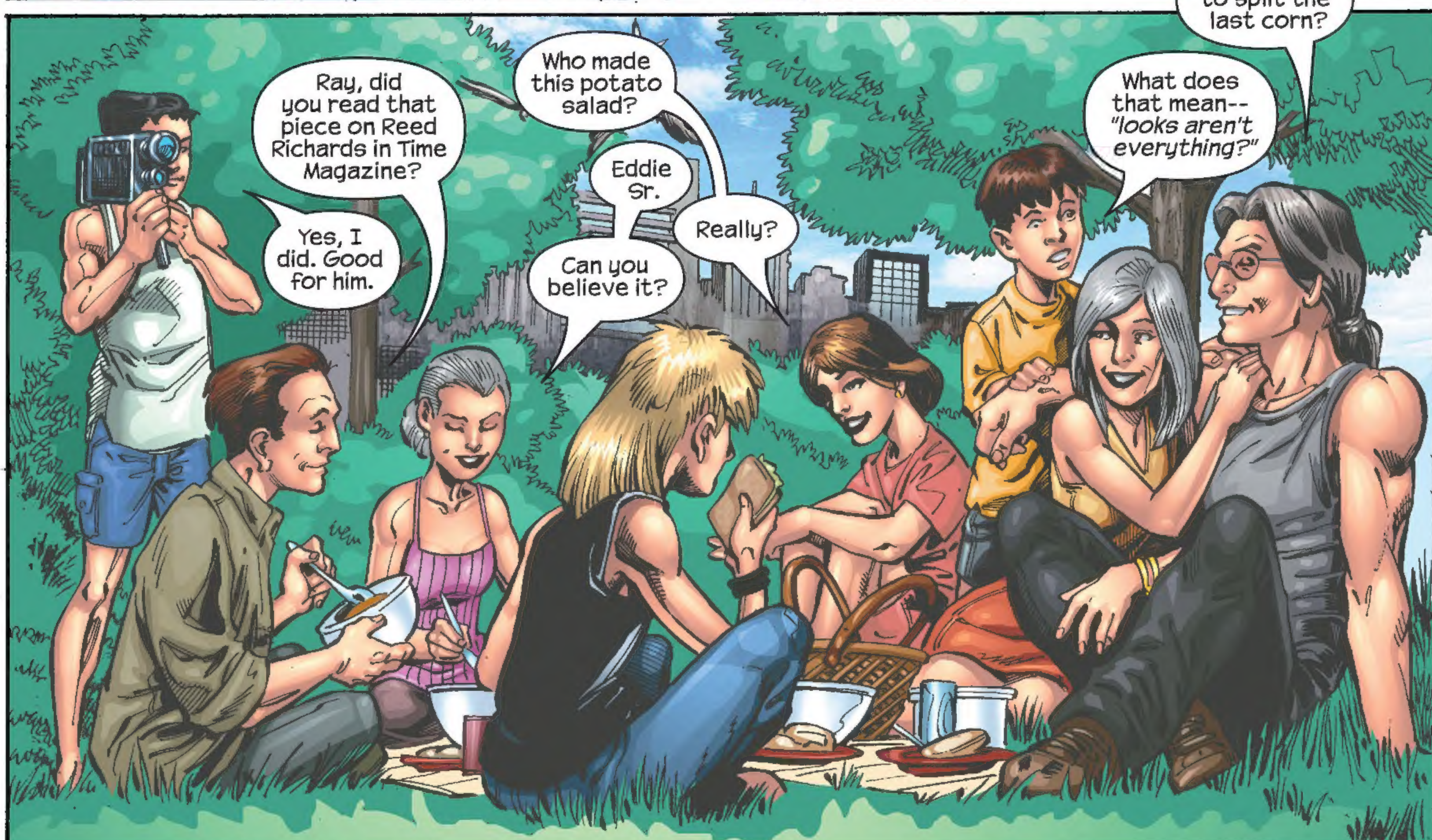
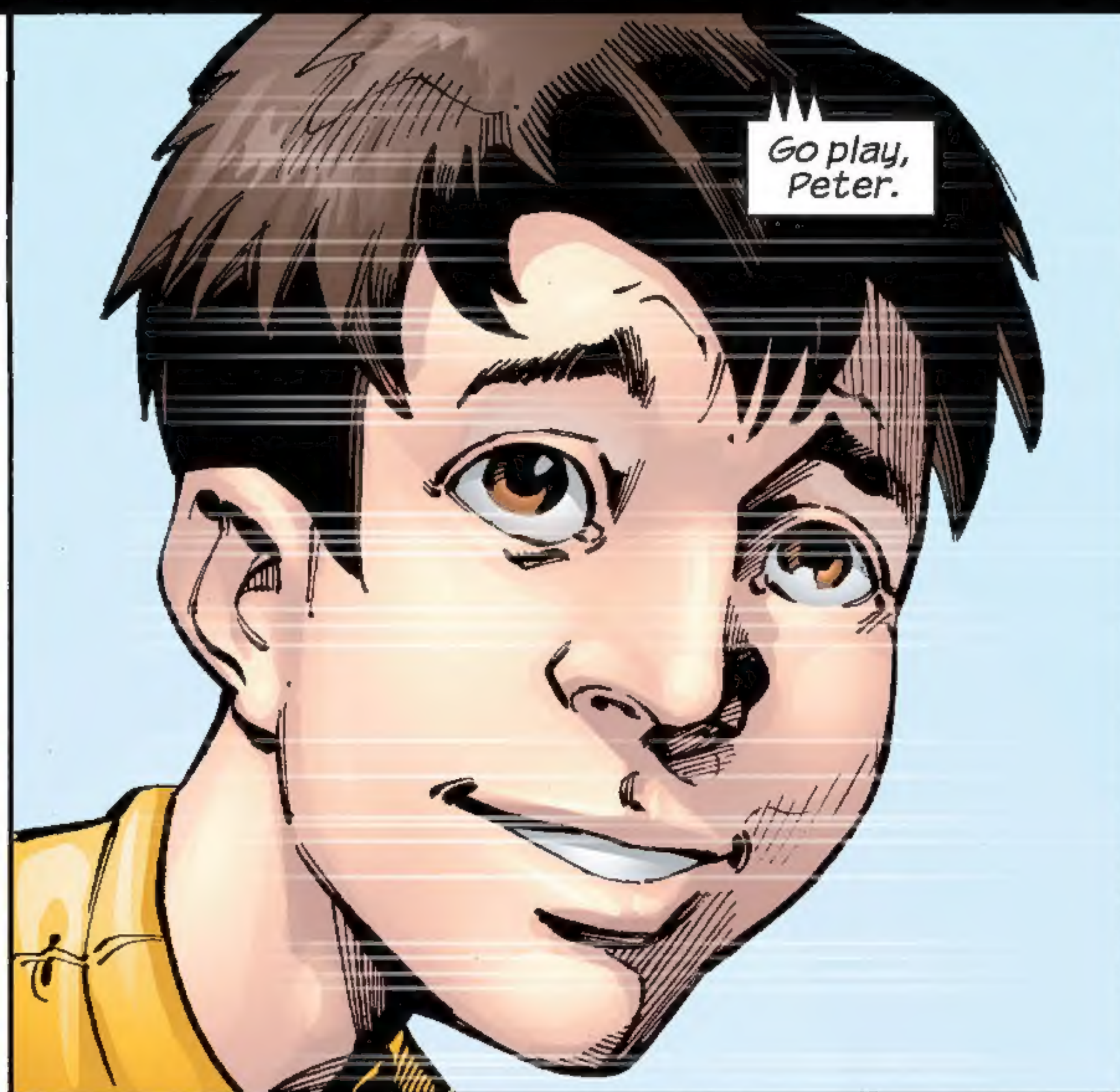
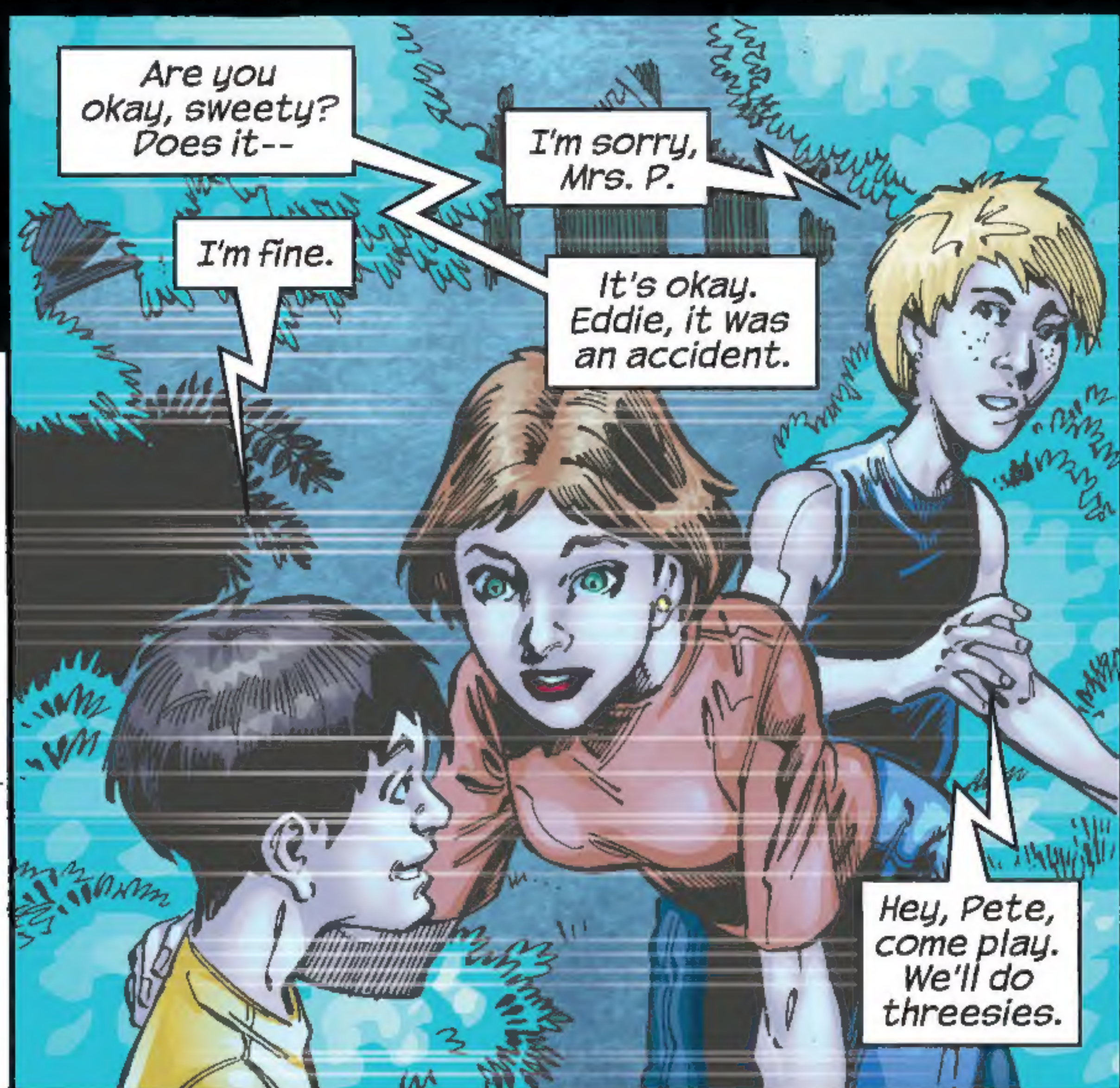




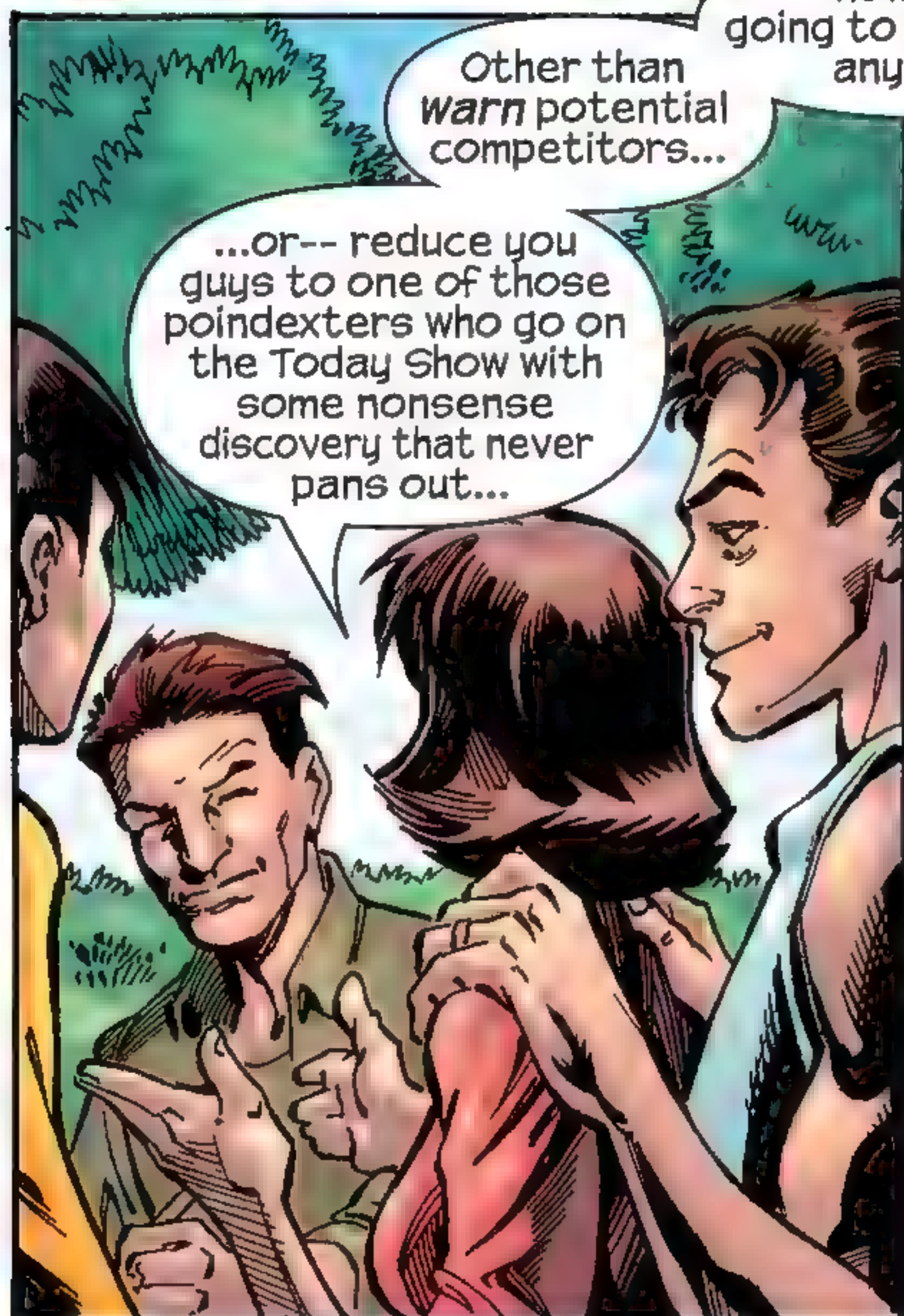
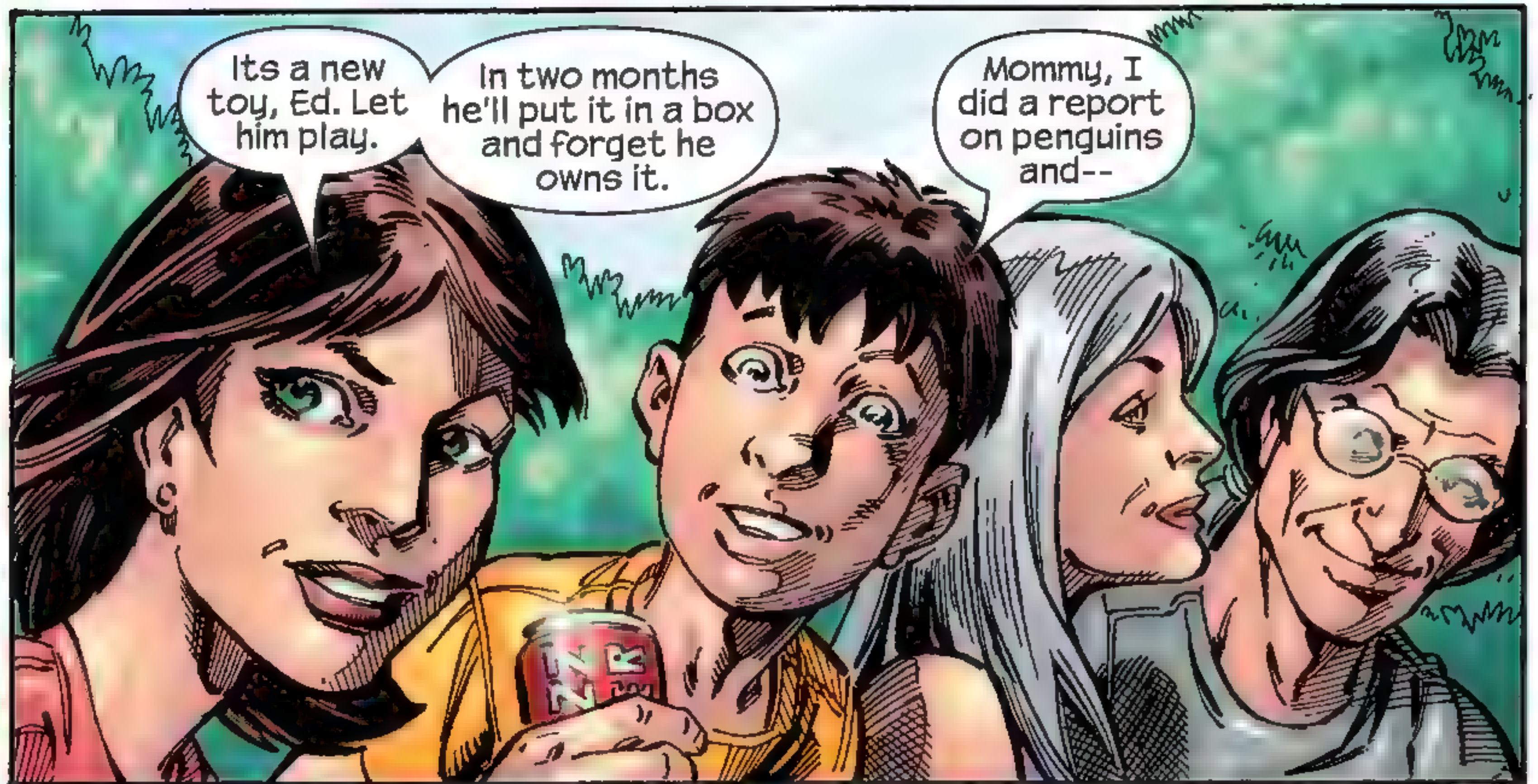




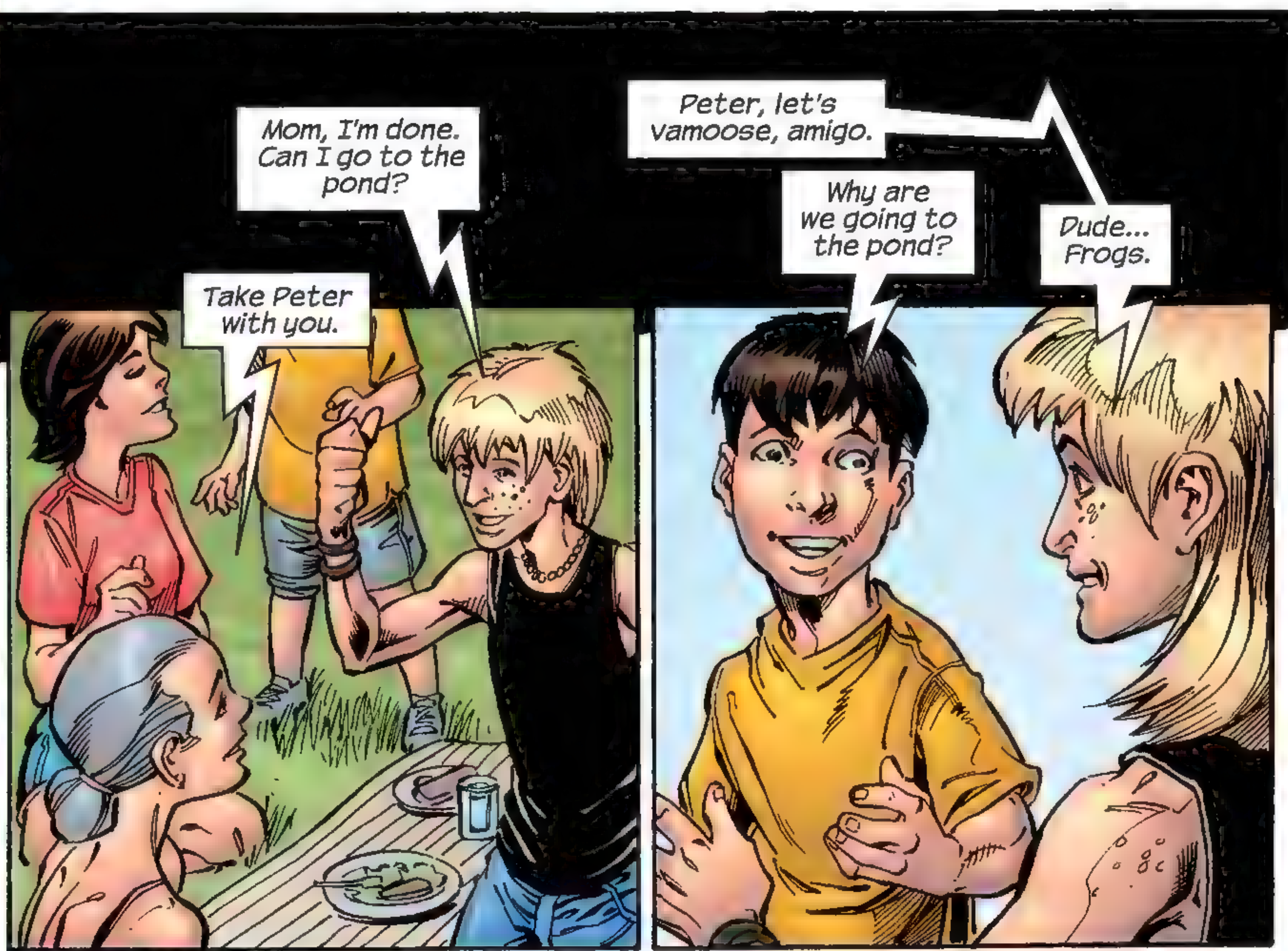
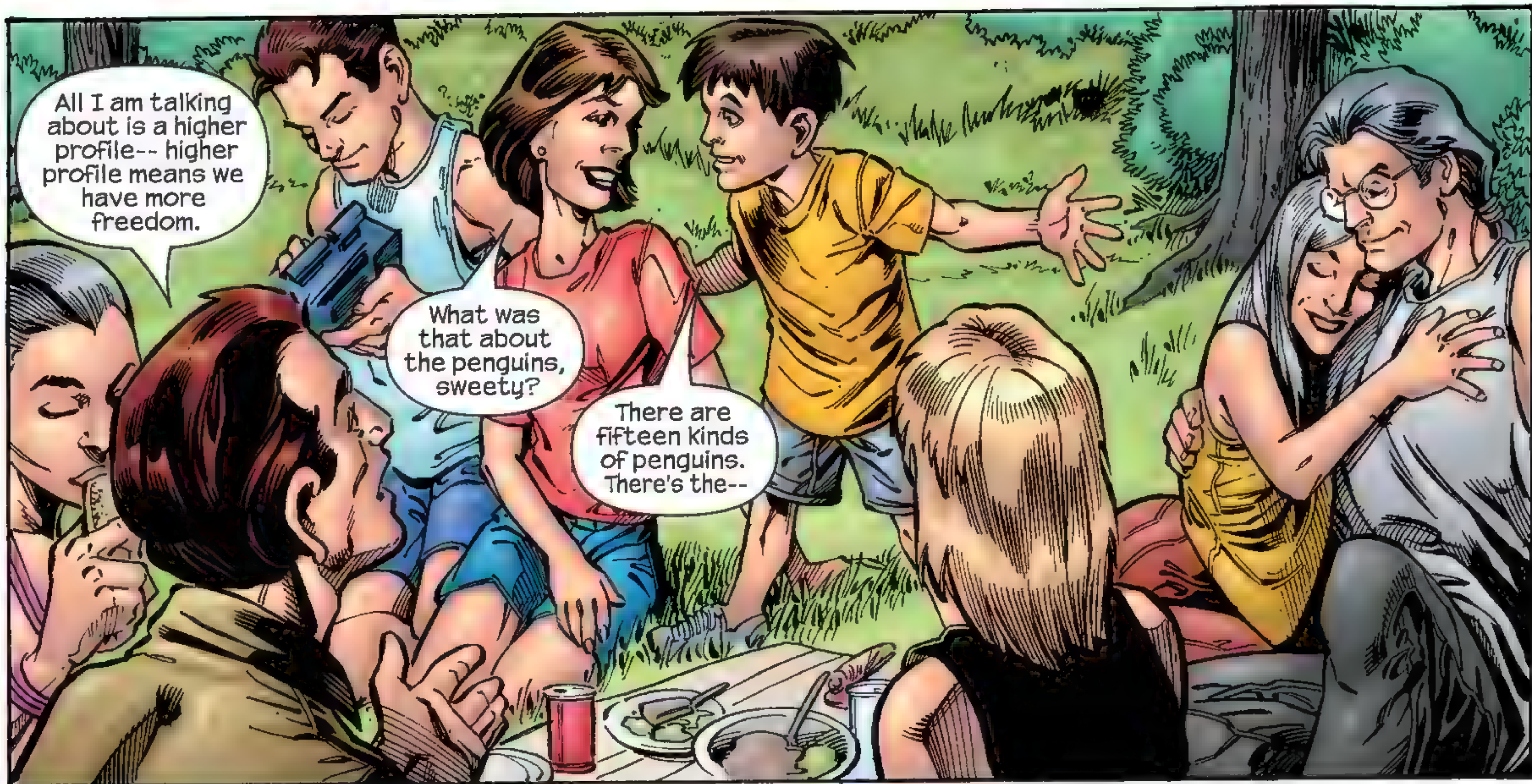




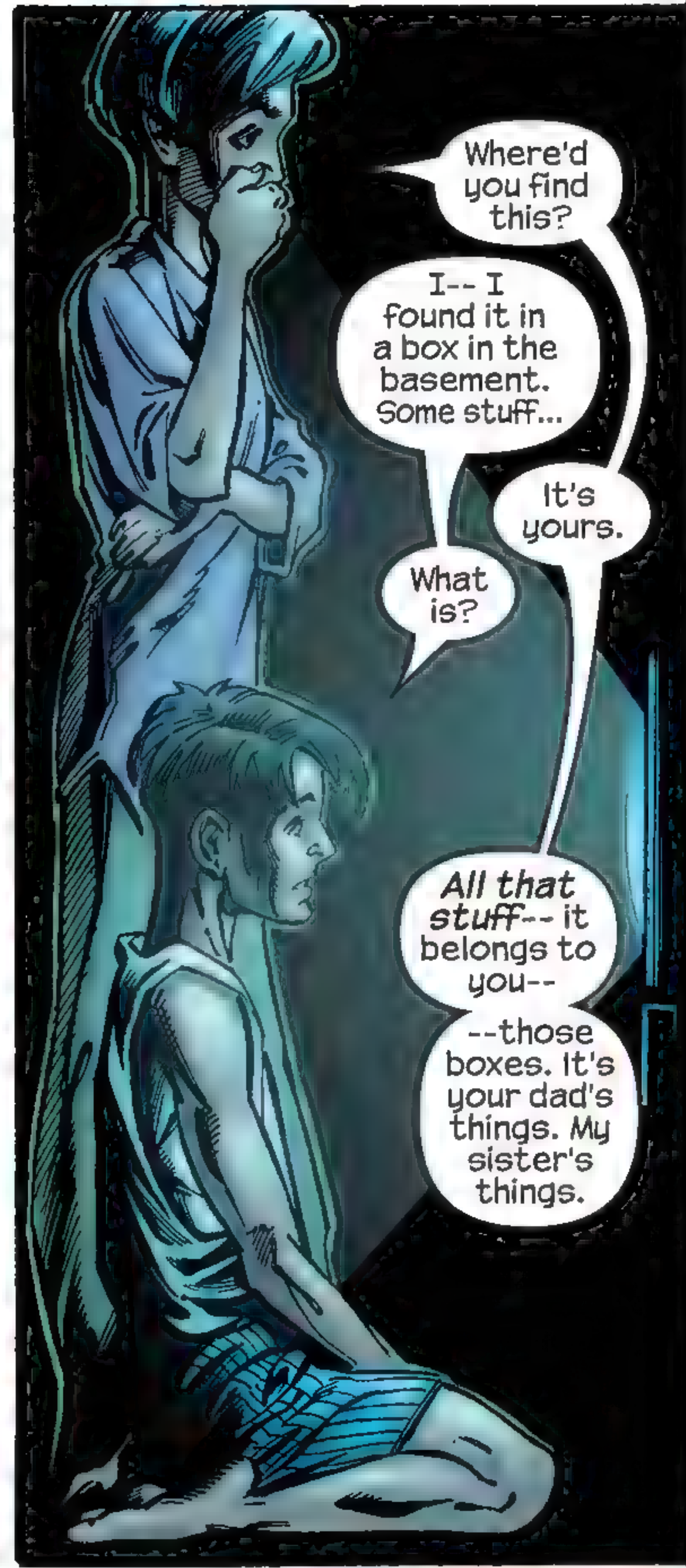












Where'd you find this?

I-- I found it in a box in the basement. Some stuff...

It's yours.

What is?

All that stuff-- it belongs to you--

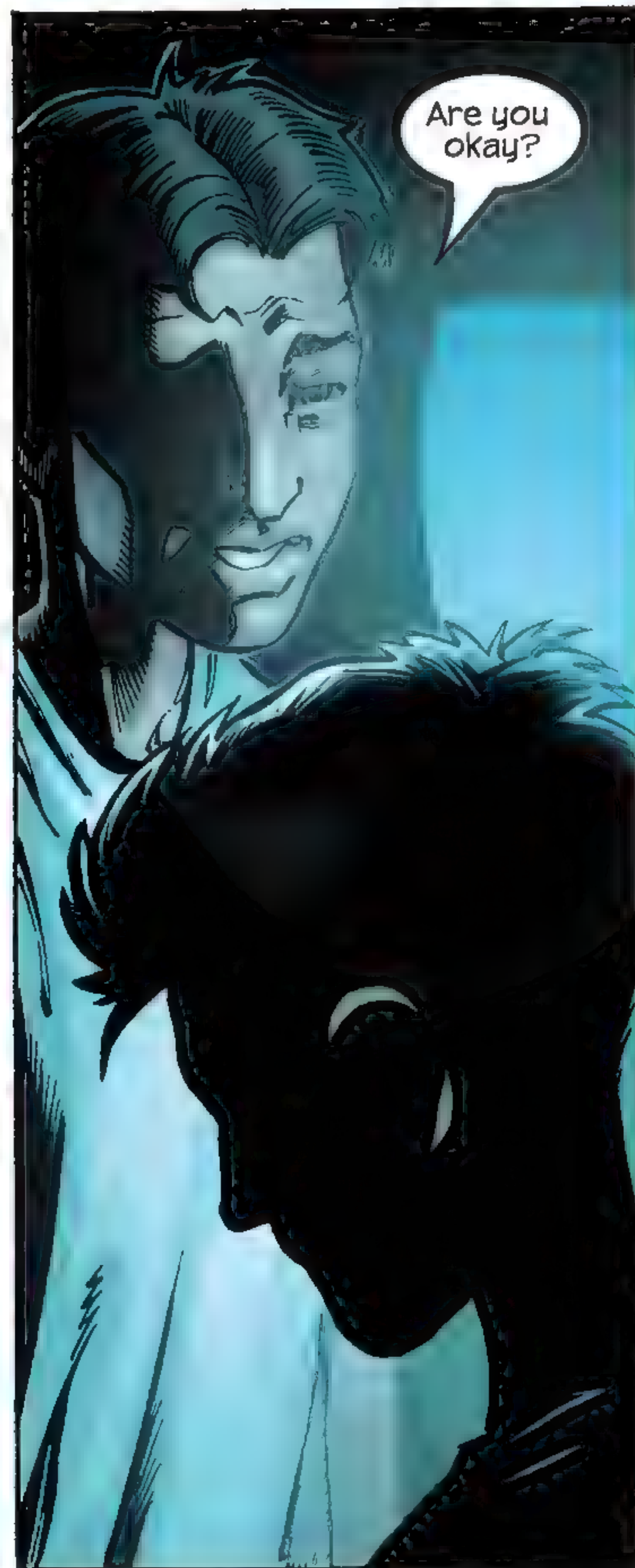
--those boxes. It's your dad's things. My sister's things.



It's all yours.

Ben and I put it all away for you for when you were old enough.

Guess you're old enough.



Are you okay?



I just-- I didn't expect to see Ben today-- like that.

It sort of snuck up on me is all.

I-- I-- it...





I'll be okay in a second.

So-- uh-- who were all those other people on the tape?

The Brocks. You remember-- Ed Brock was your dad's partner.



Yeah, sure, I sorta remember that...

I just didn't remember hanging out with them.



Oh, sure, all the time.

You and Eddie Jr. played together everyday for years.

He was your best friend.



Man, I don't remember that at all.

Well, you were just a little boy.

I remember playing with someone. It just-- I ...

Eddie Brock.

Sure. You two were always building forts out of blankets and cardboard boxes-- used to drive your mother nuts.



Where'd he go?

When your parents died-- he moved away-- his grandparents I think.

His parents died too?

In the same plane as yours.

Just went down in a storm.

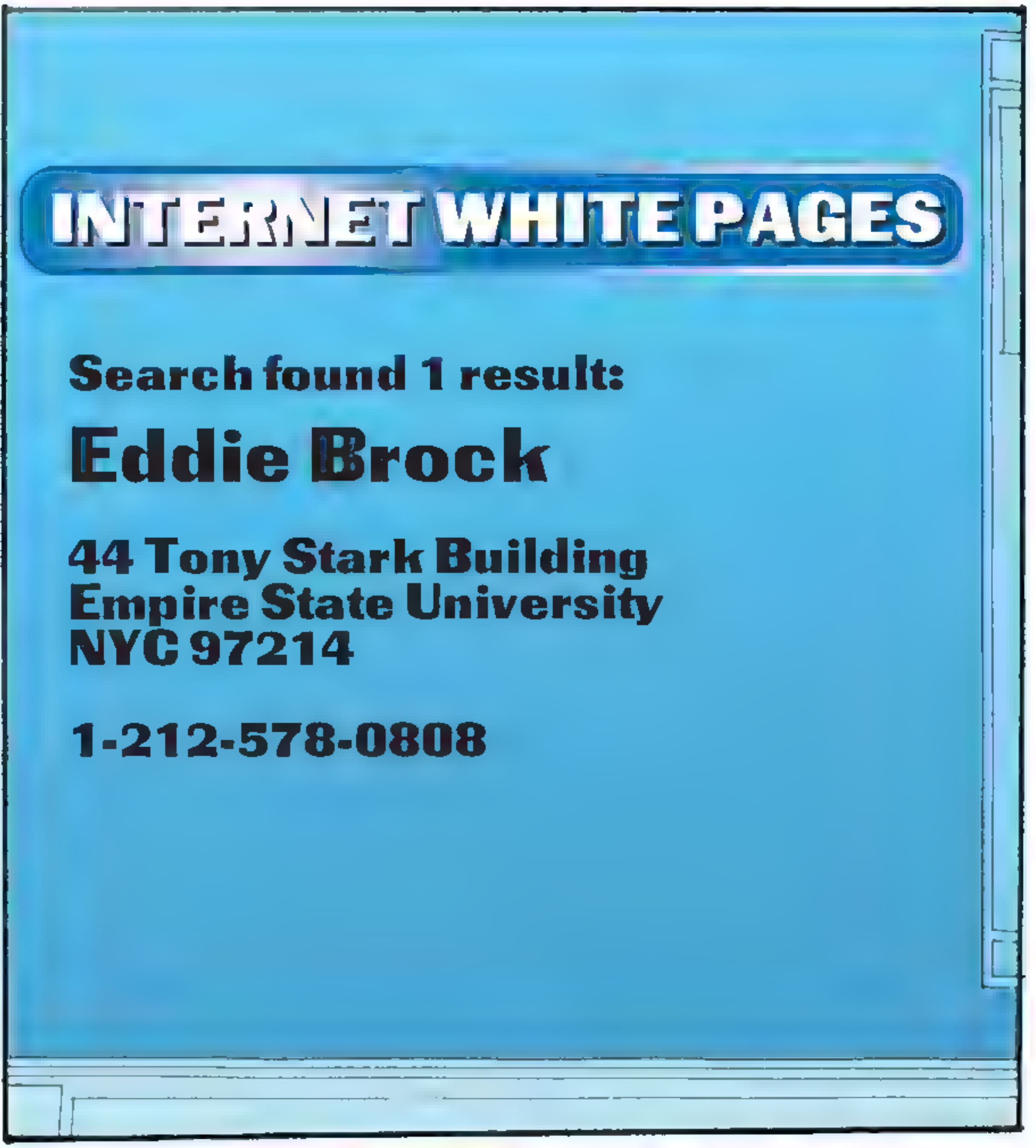


Hey, you should try to find him.

I could send him a copy of this.

That would be a nice thing to do.









Wow, man, wow.

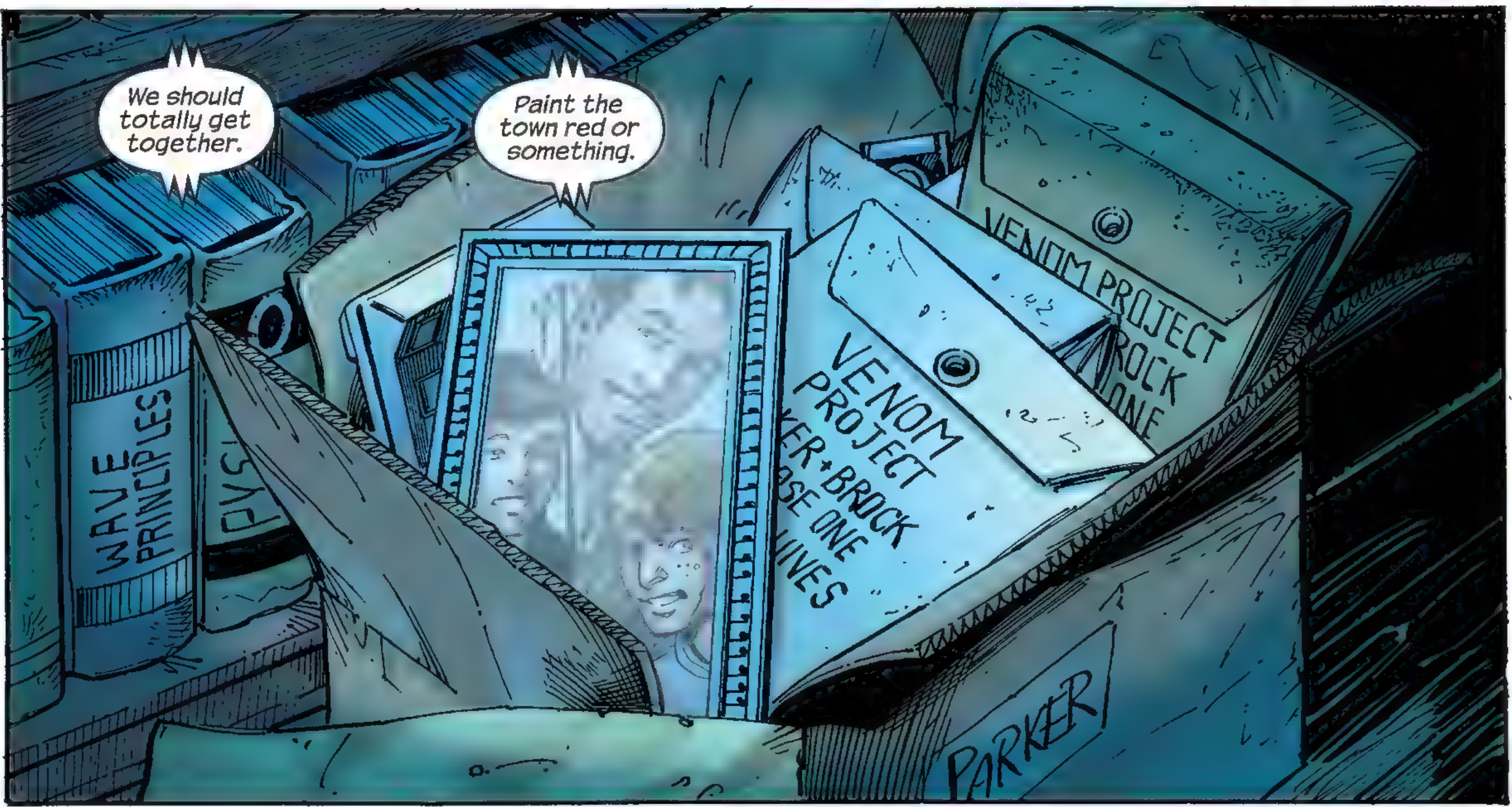
Hey, let's get together.

You ever get into the city?



Yeah, I work at the Daily Bugle so I am there almost every--

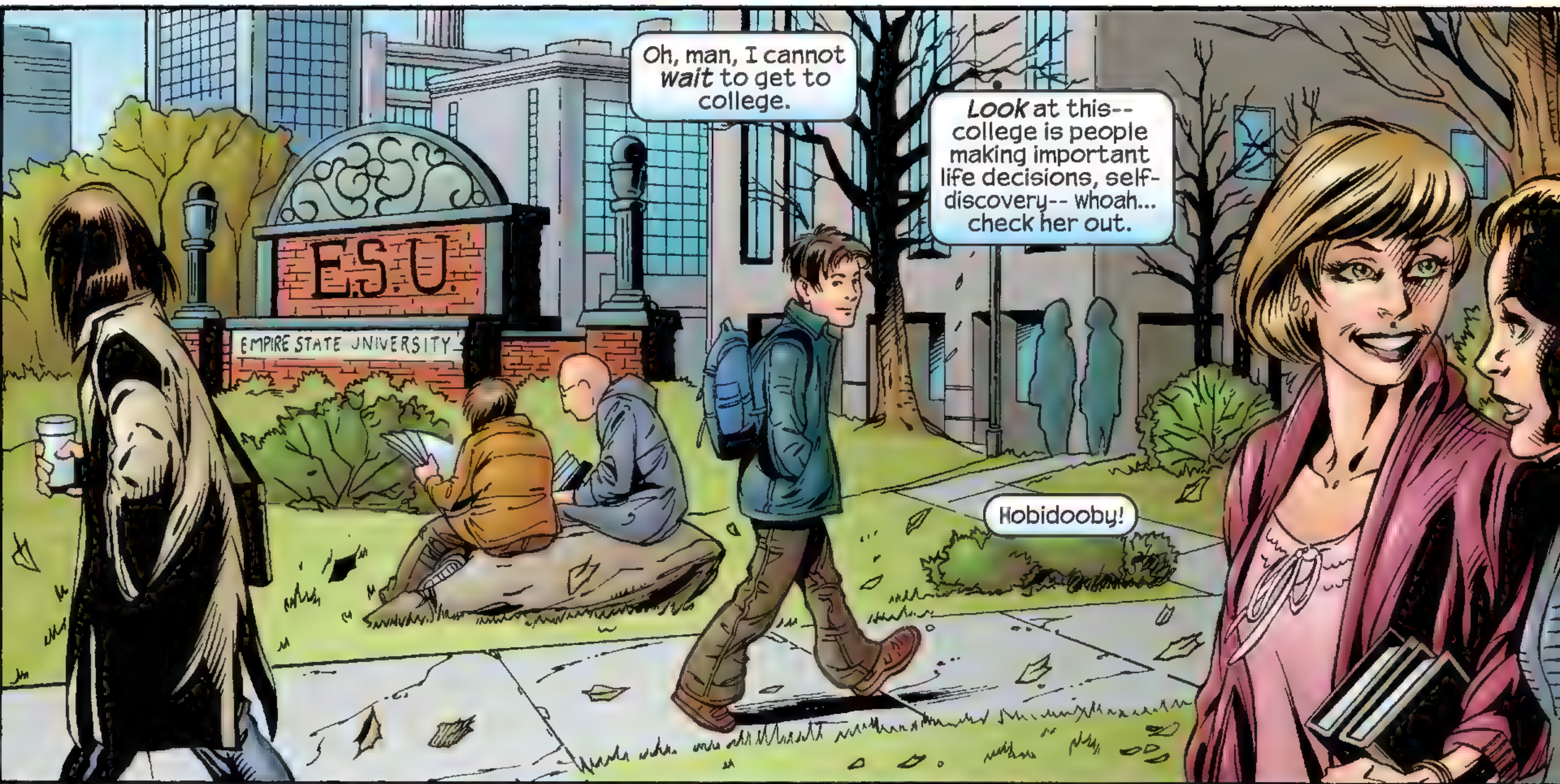
You work at a newspaper? Oh cool. That's so cool, man.



We should totally get together.

Paint the town red or something.





Oh, man, I cannot wait to get to college.

Look at this-- college is people making important life decisions, self-discovery-- whoah... check her out.

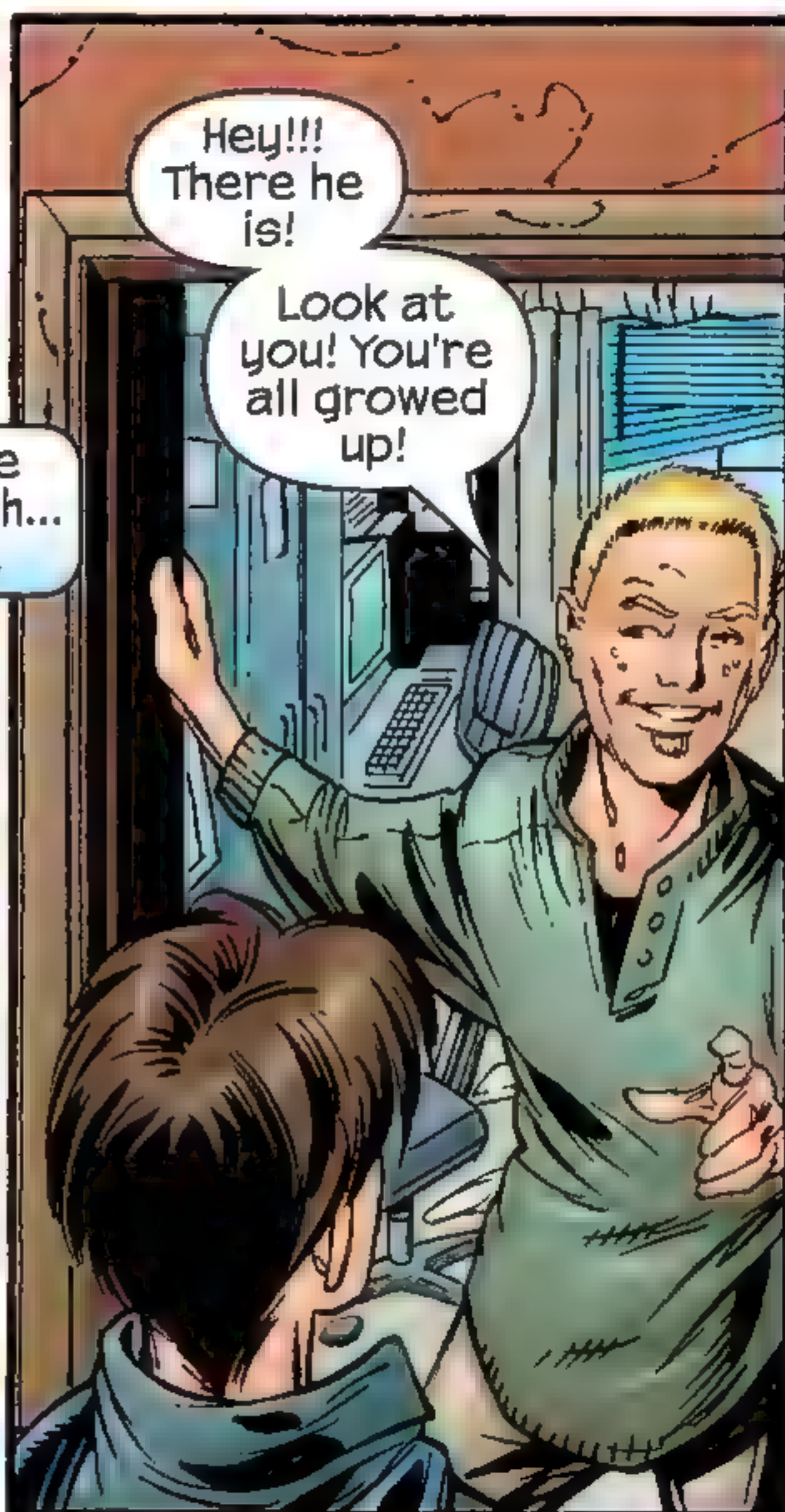
Hobidooby!



Oh my God-- this is how these people live?

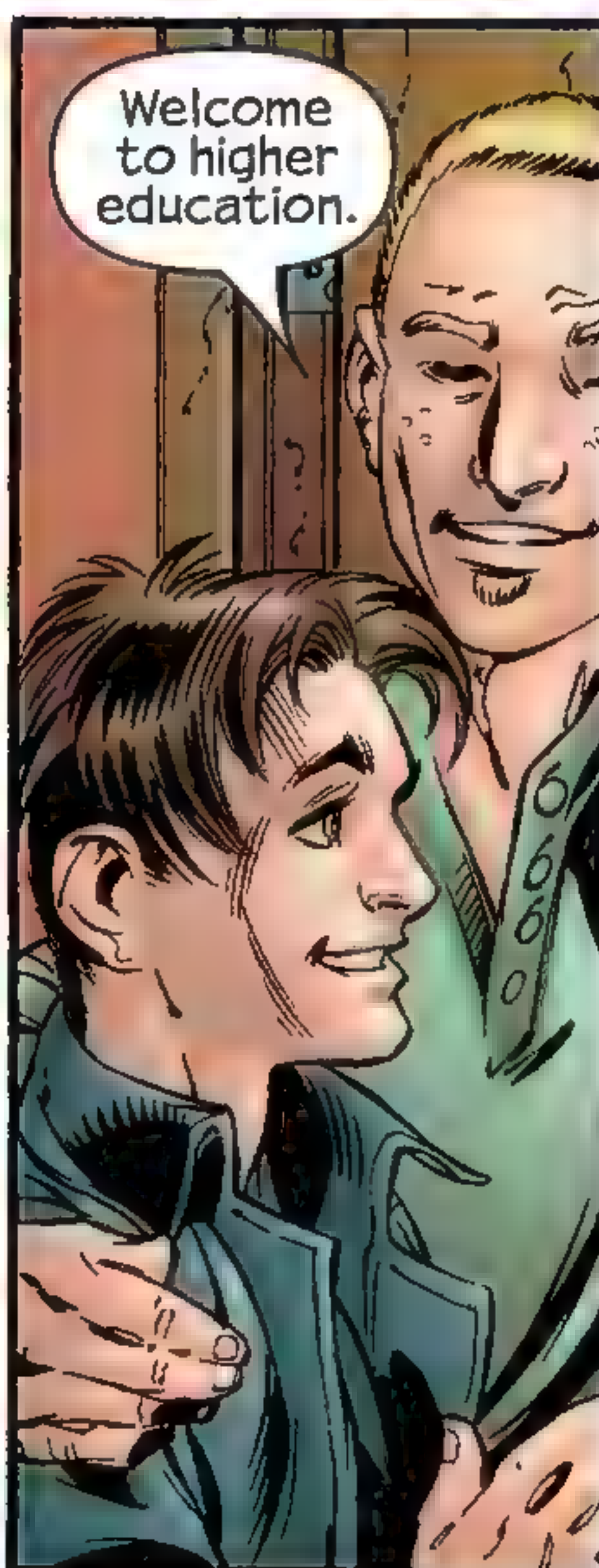
How do they get any work done? Eew-- what's that smell?

This entire place smells like a-- whoah... check her out.

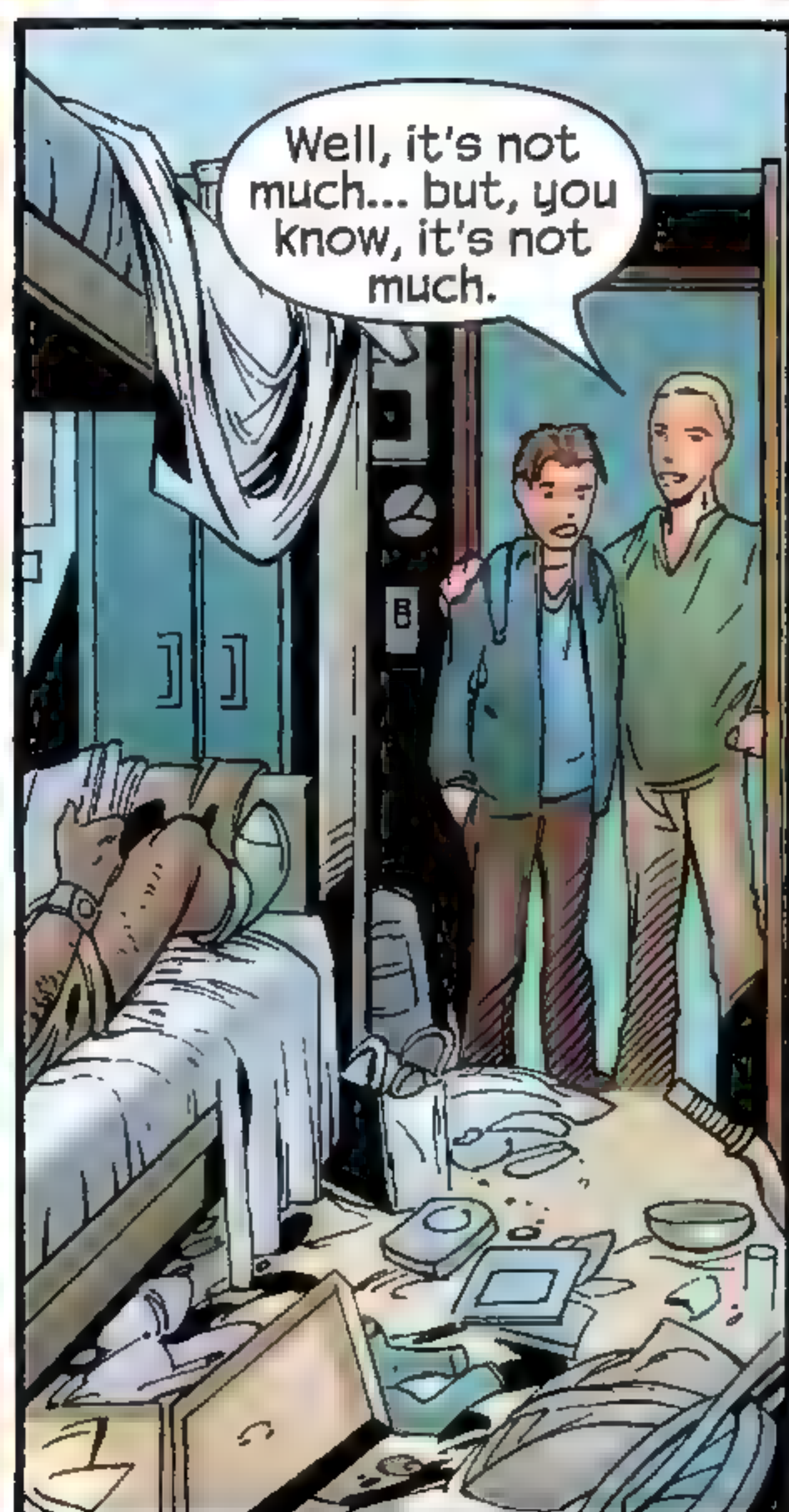


Hey!!! There he is!

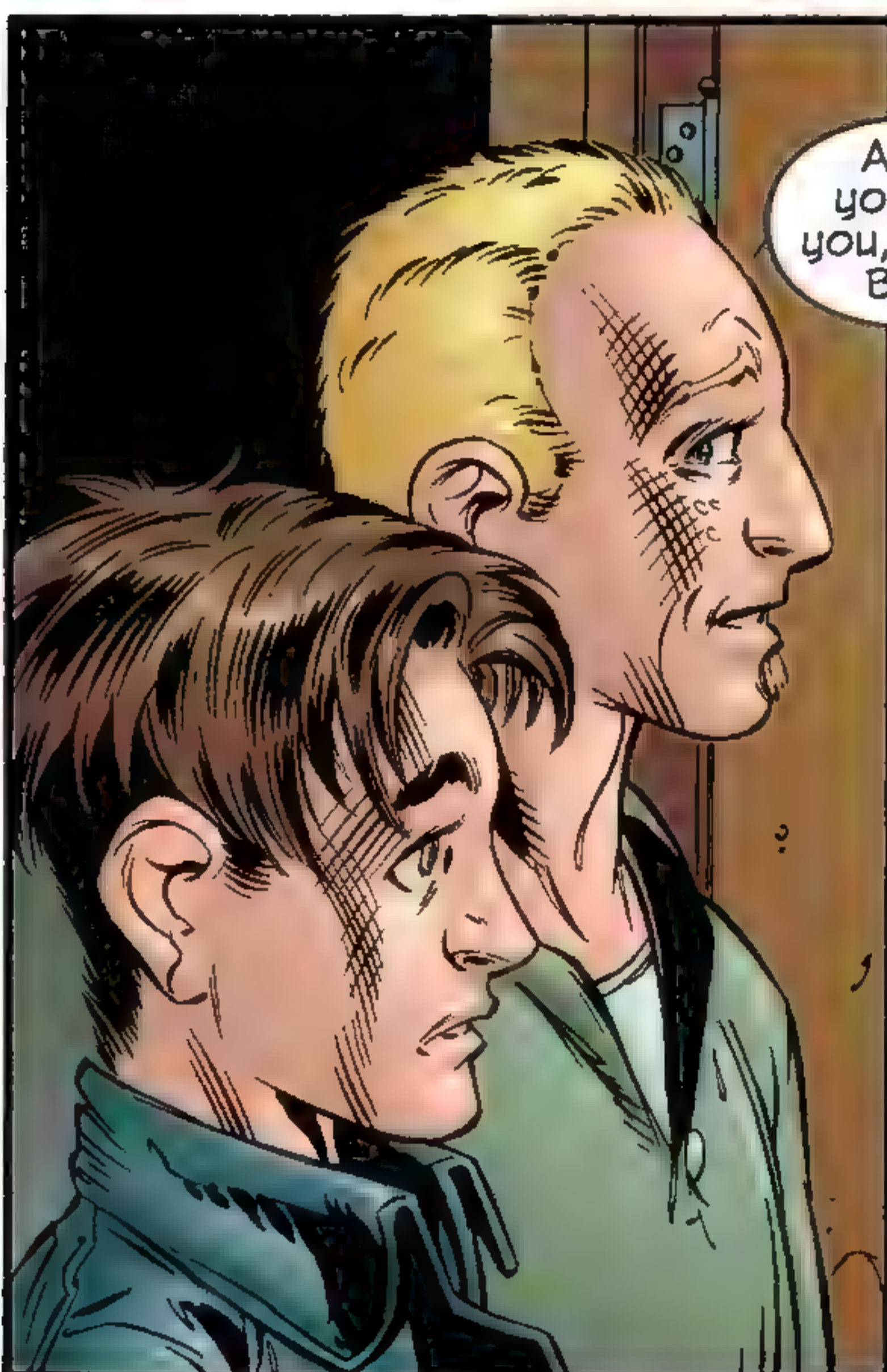
Look at you! You're all grown up!



Welcome to higher education.



Well, it's not much... but, you know, it's not much.



A little young for you, ain't he, Brock?



Such an-- God!

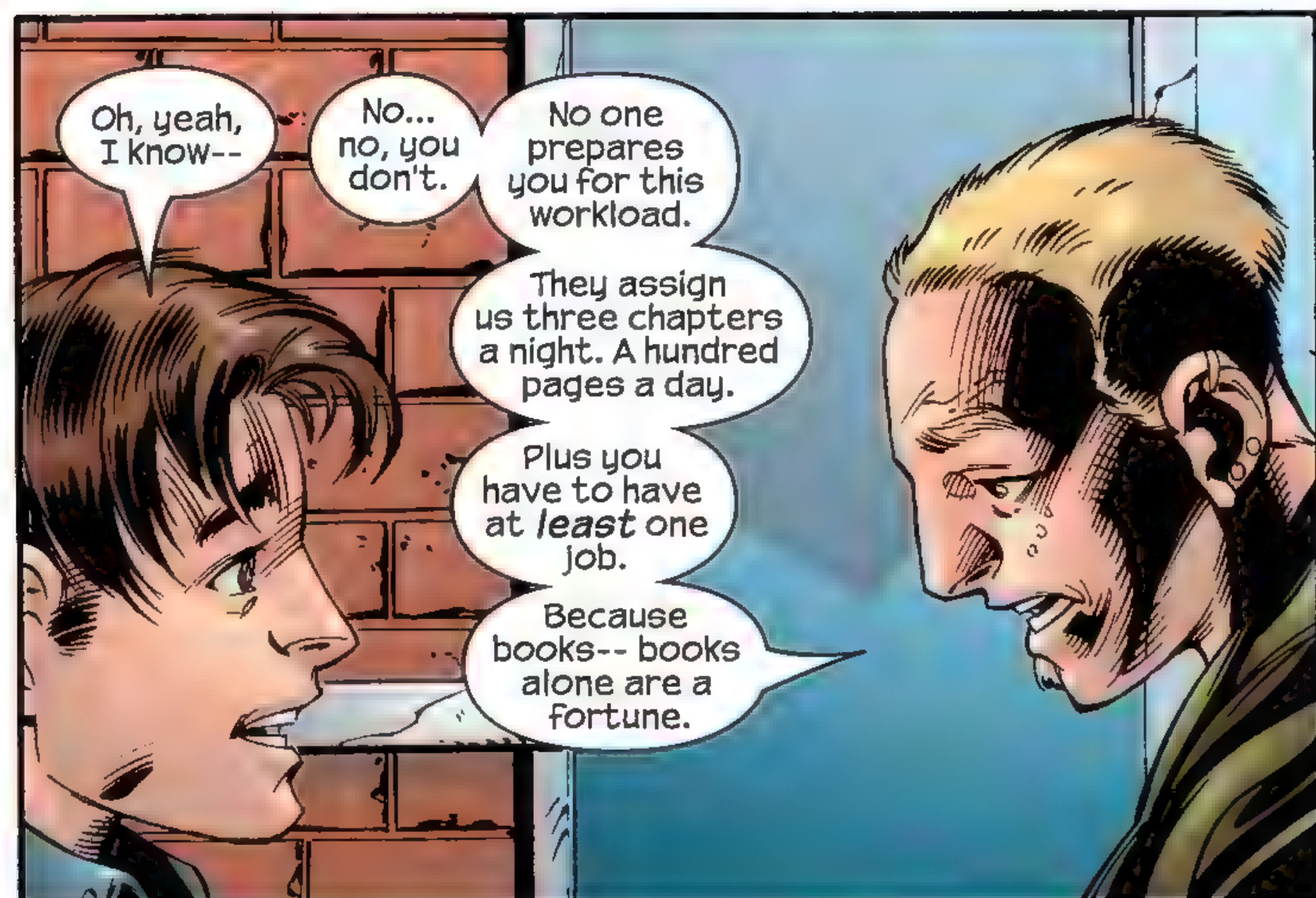
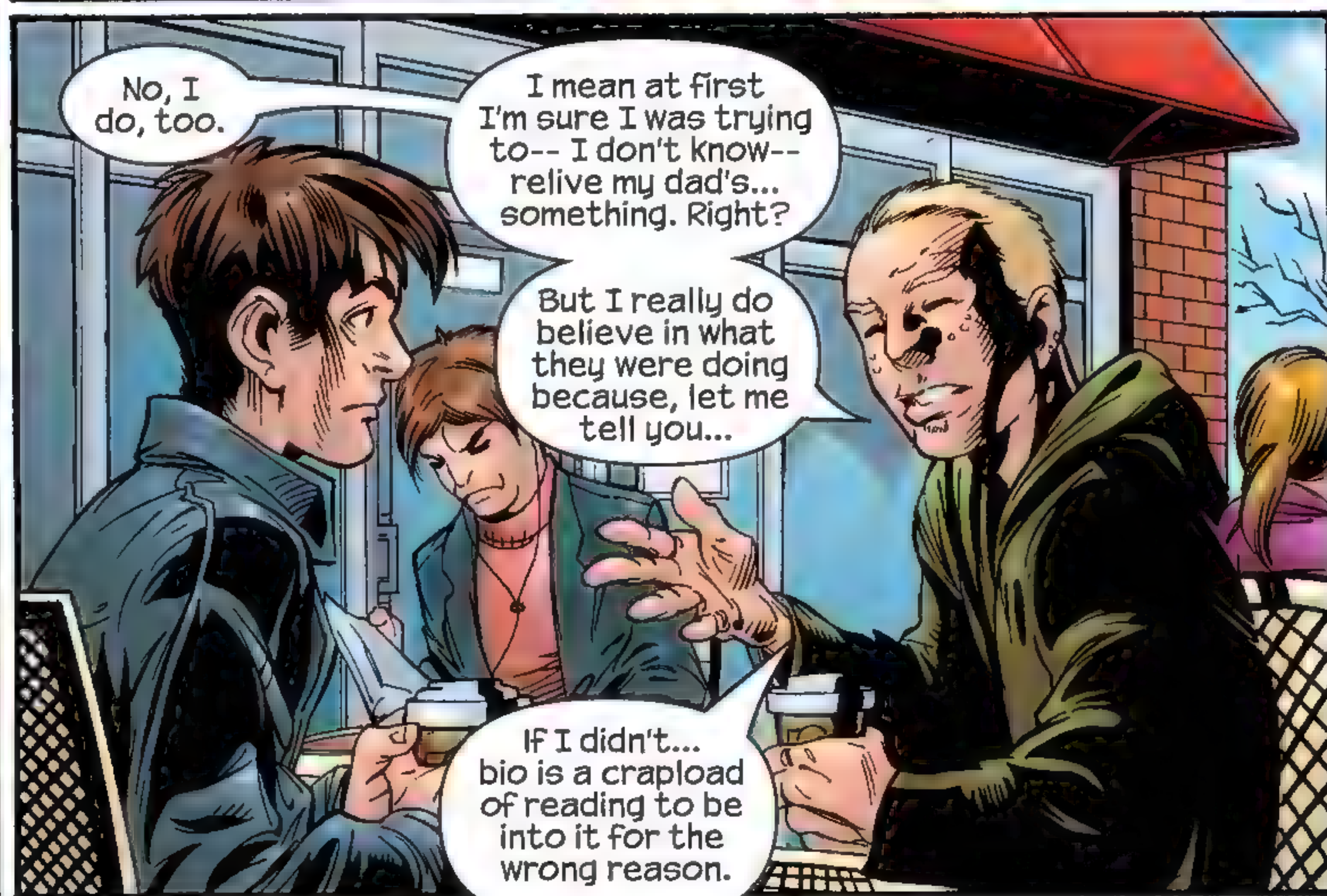
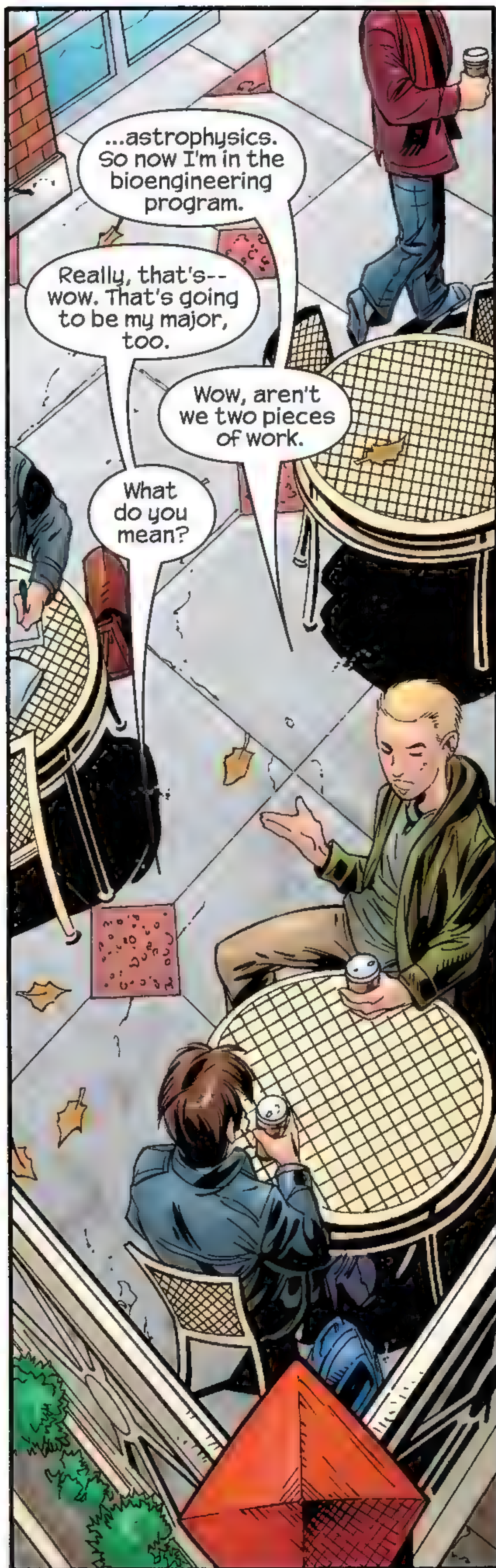
Who is that?

That's the short end of the dorm roommate stick.

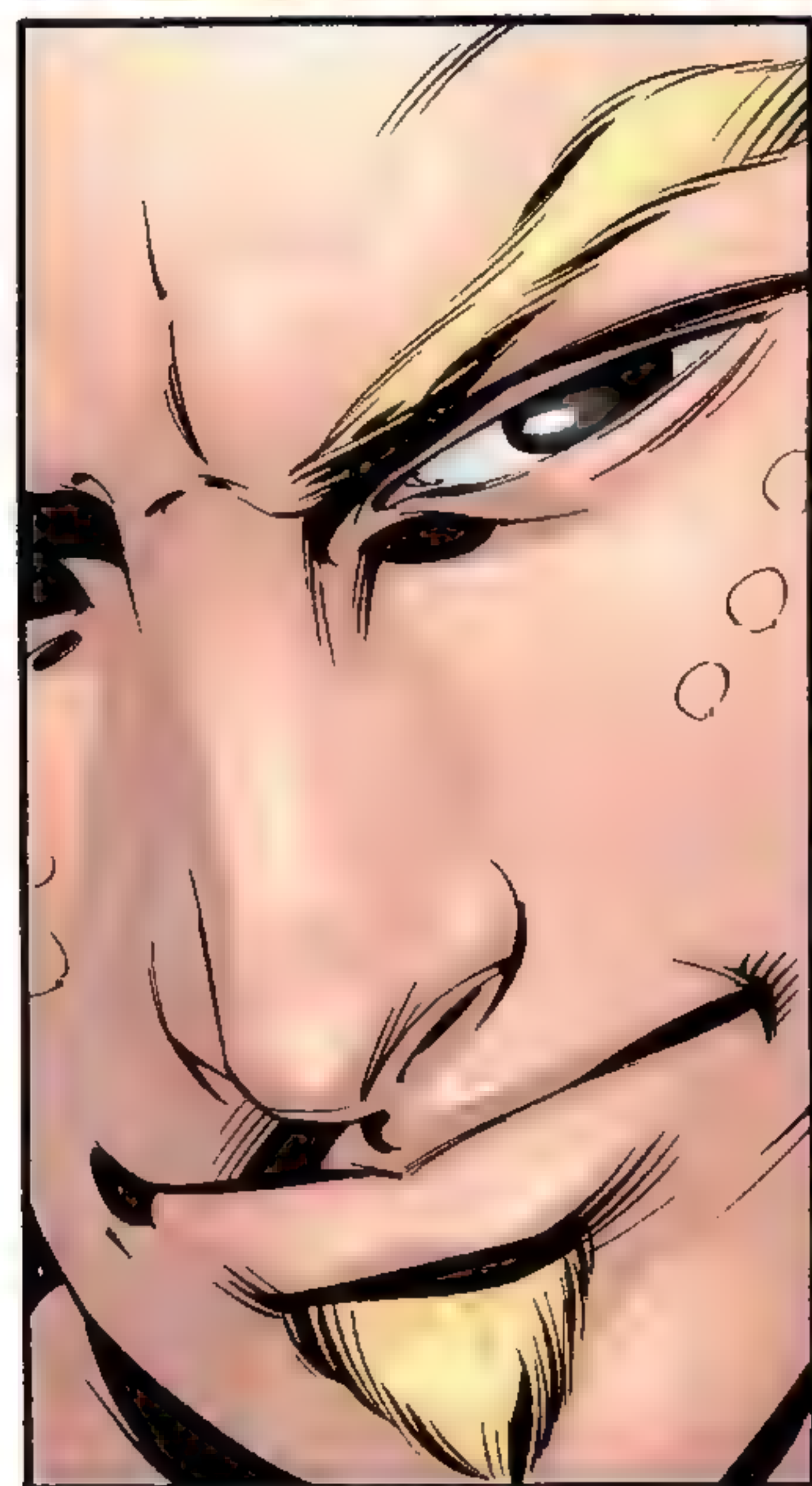
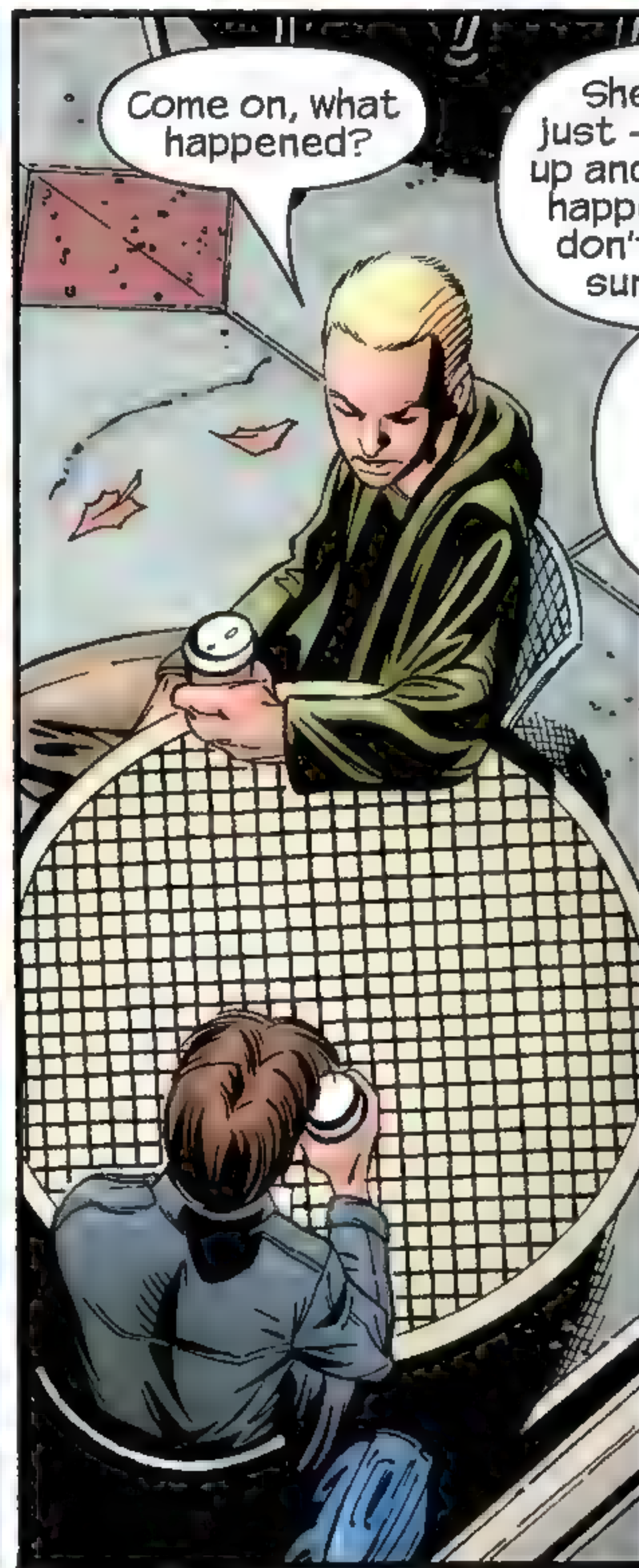
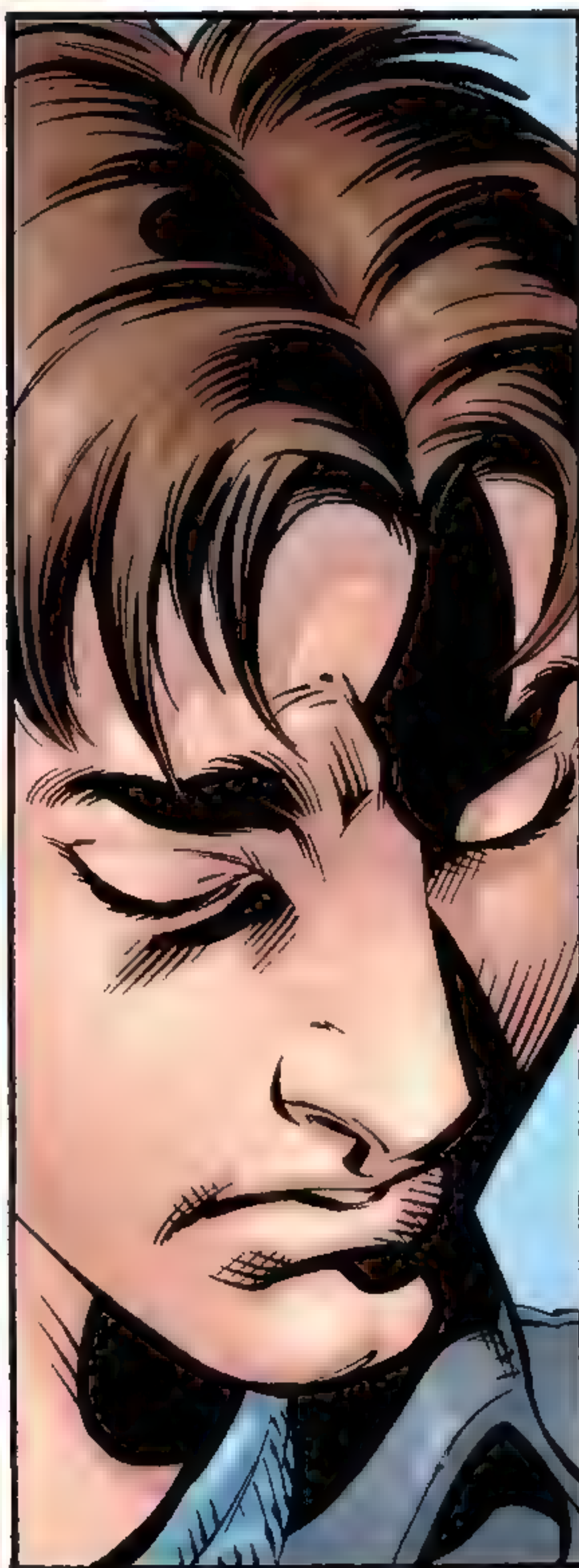
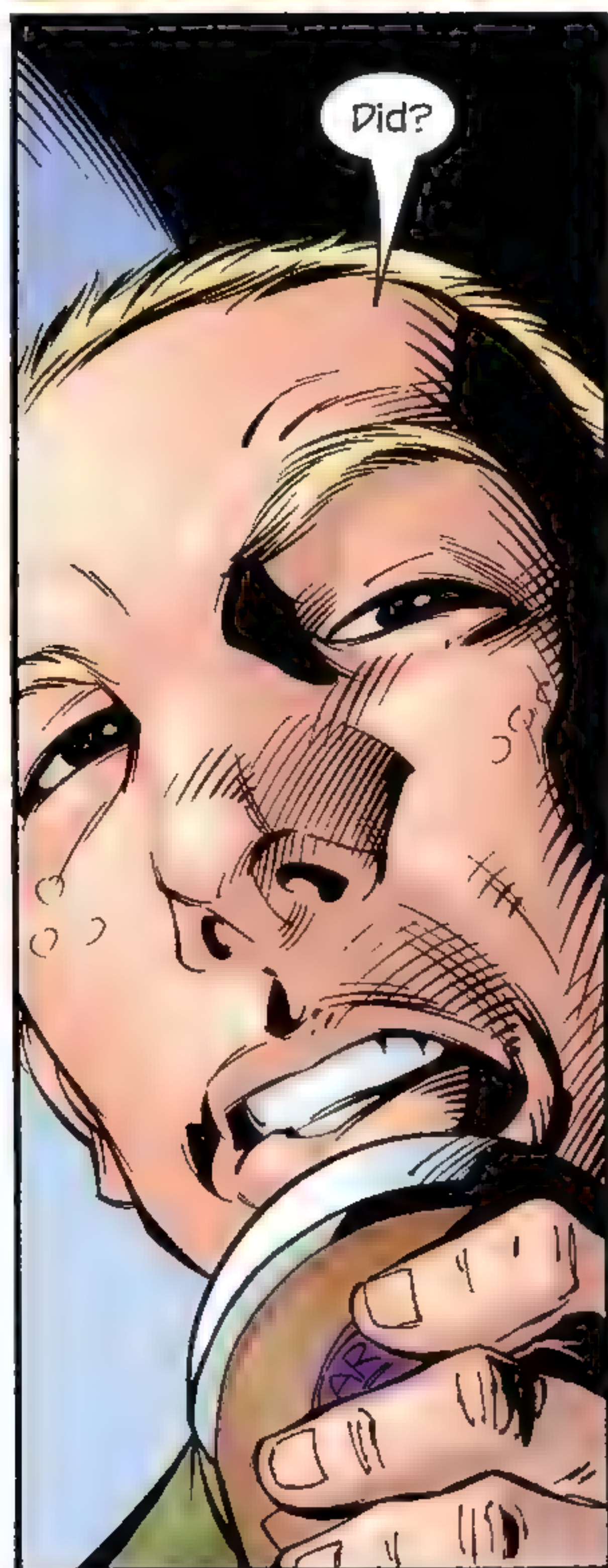
Right back at ya.

Let's go get some coffee. Coffee?









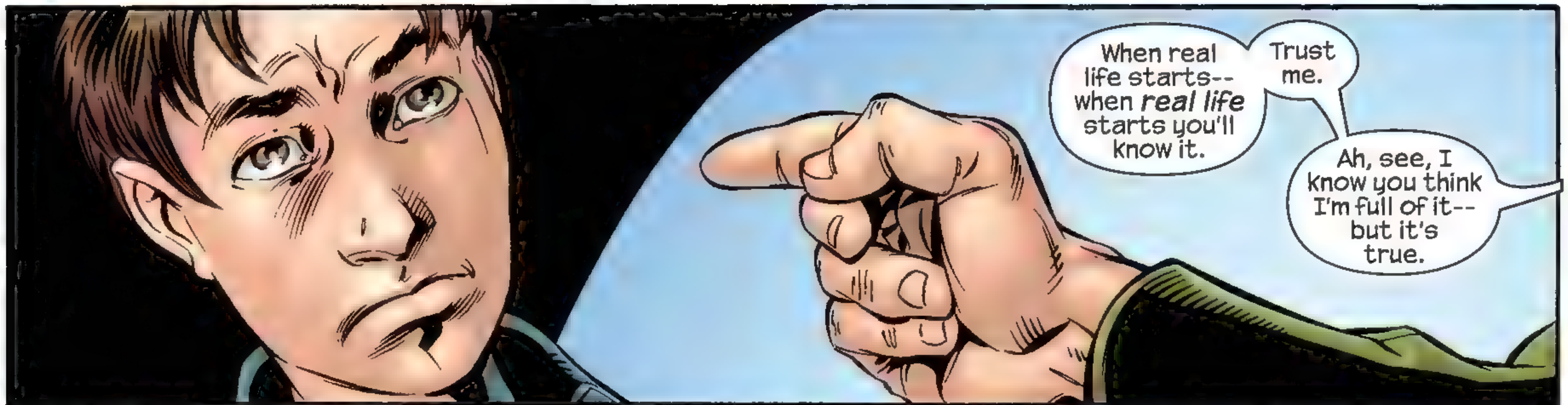




This stuff, it's *sooo* important to you now... oh, the drama.

Let me tell you-- thing is--it only hurts this much *now* because you have nothing to *compare* it to.

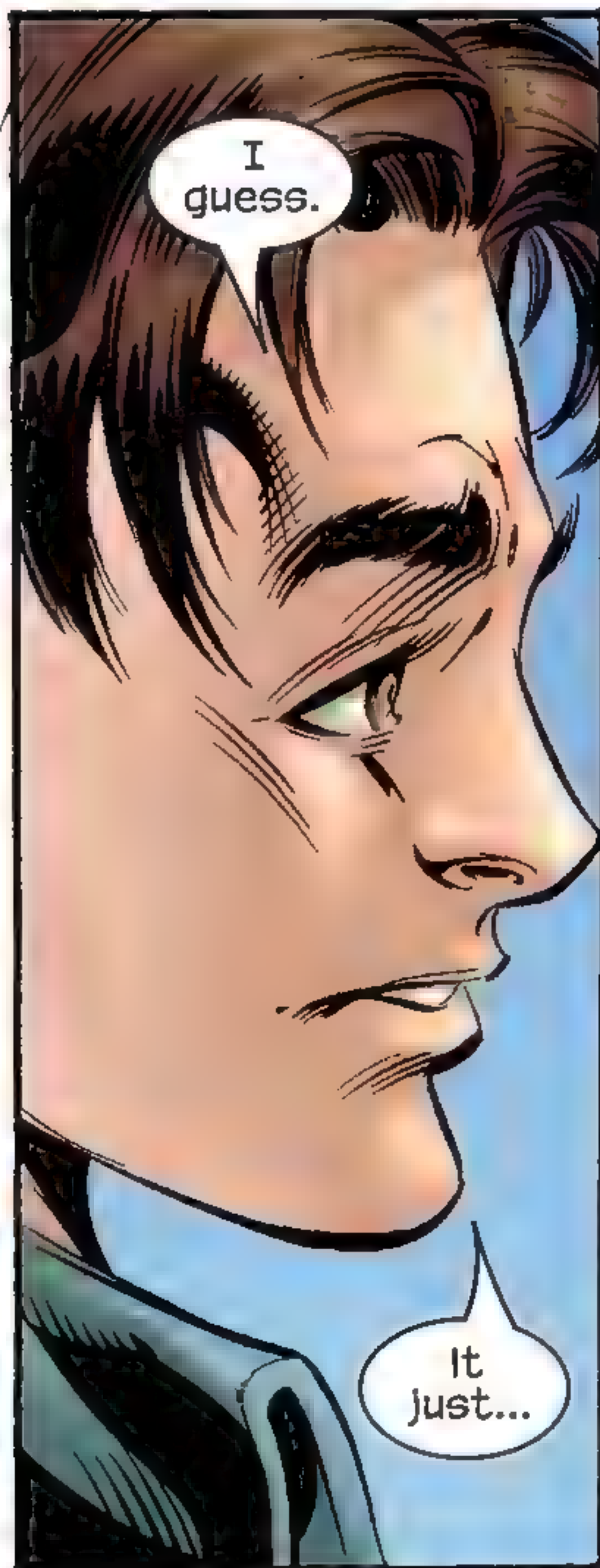
It's all just training wheels, man. It *all* fades away.



When real life starts-- when *real life* starts you'll know it.

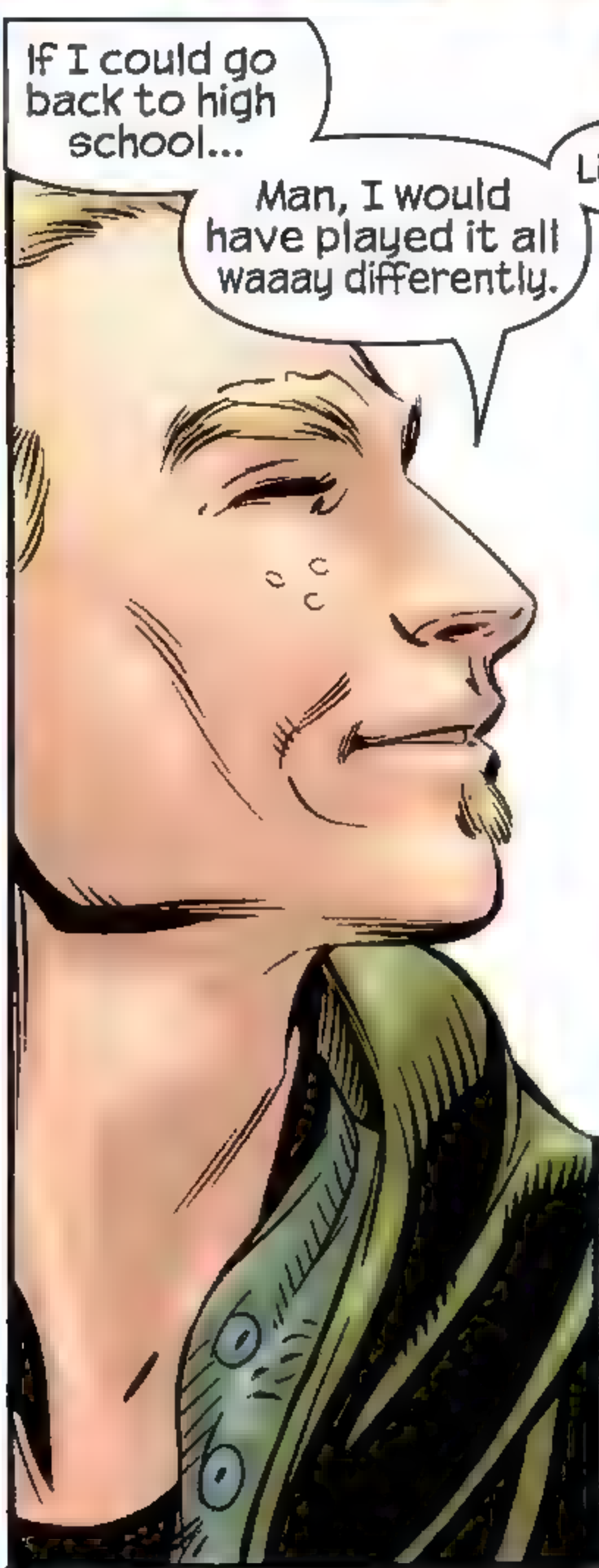
Trust me.

Ah, see, I know you think I'm full of it-- but it's true.



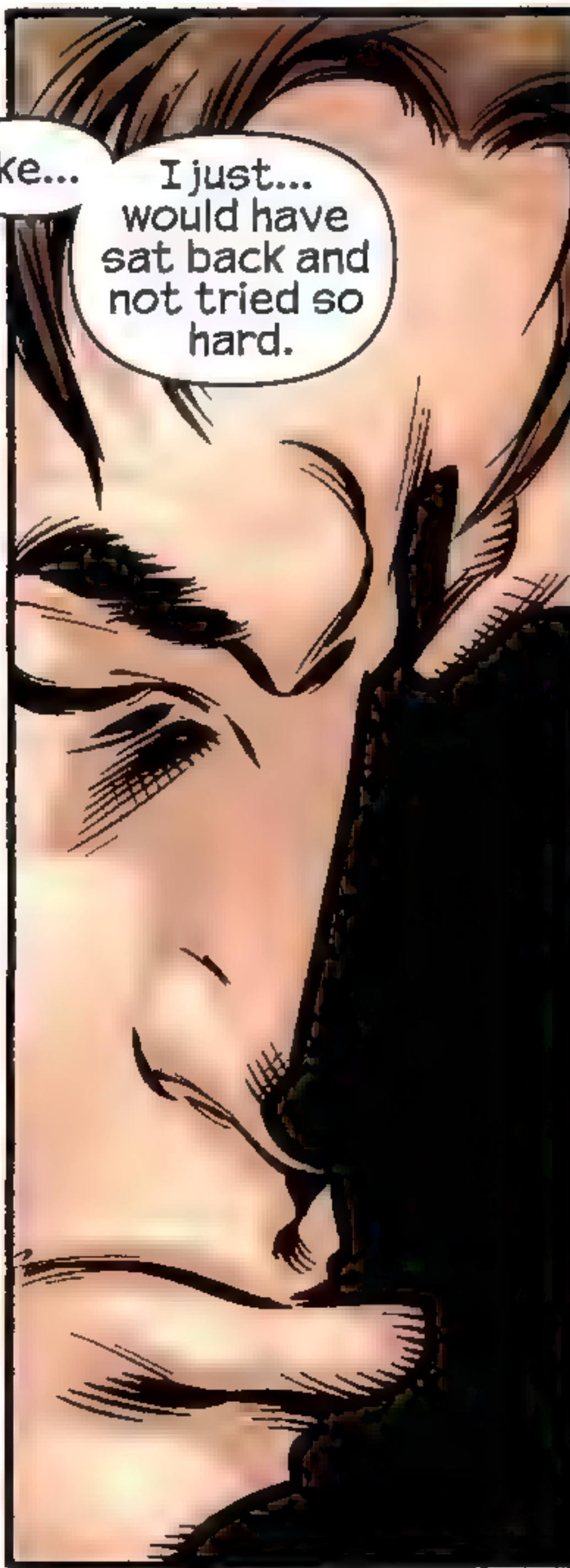
I guess.

It just...



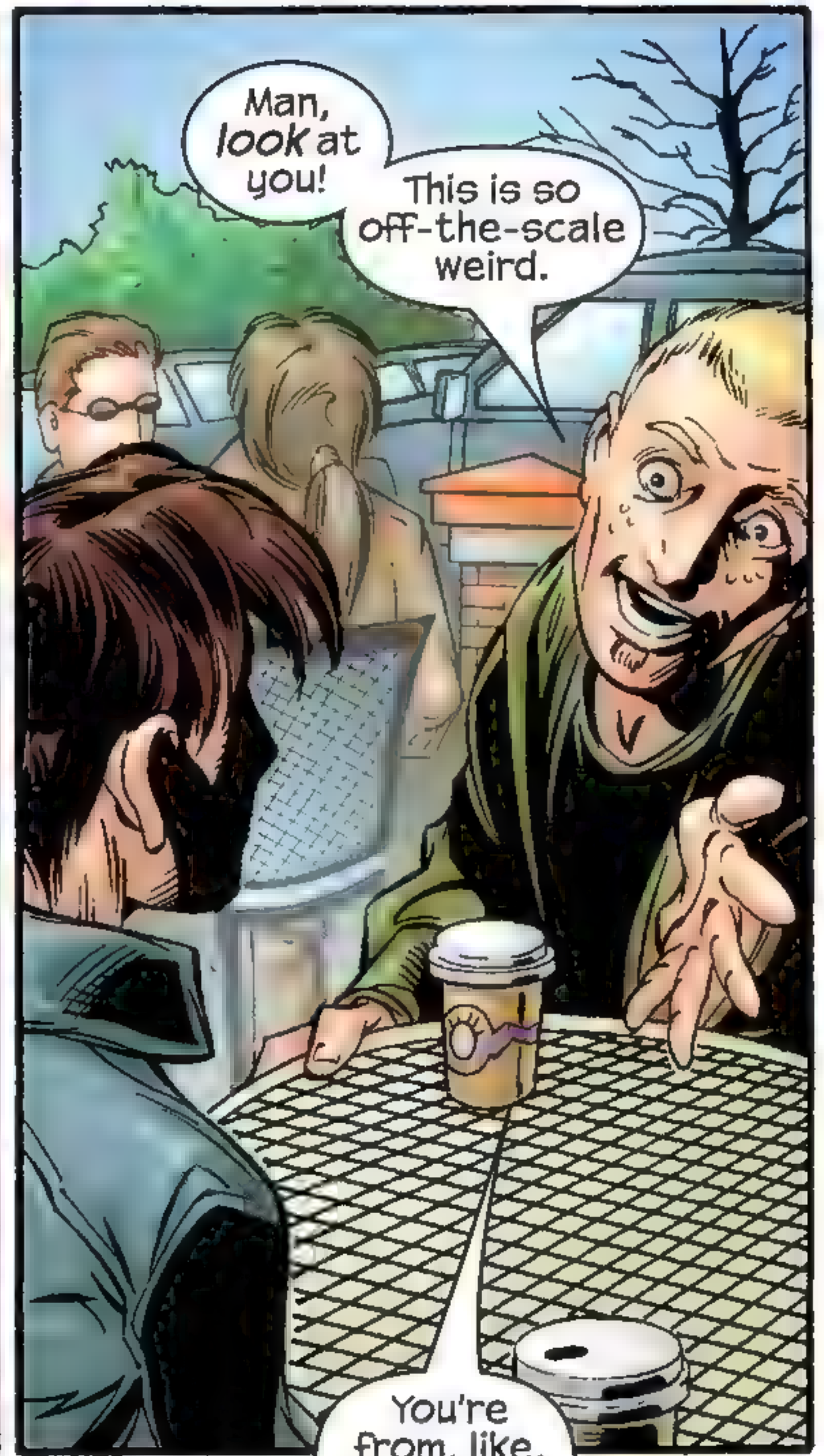
If I could go back to high school...

Man, I would have played it all waaay differently.



Like...

I just... would have sat back and not tried so hard.

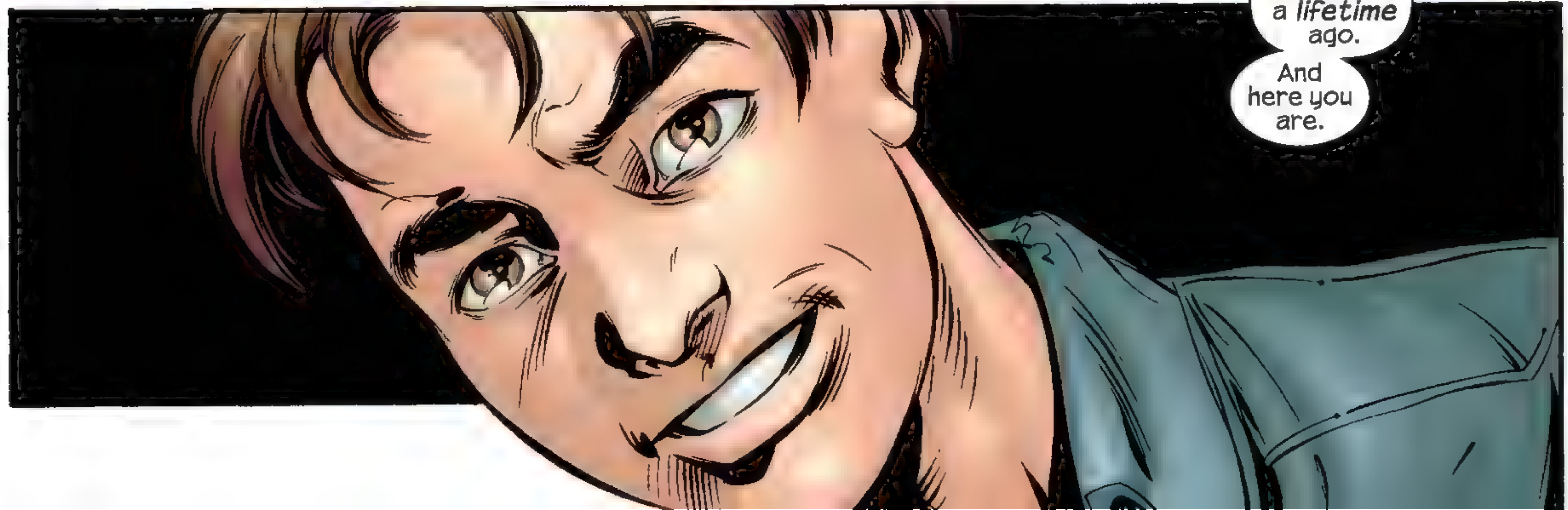


Man, *look at you!*

This is so off-the-scale weird.

You're from, like, a *lifetime* ago.

And here you are.







I think back then--

Sometimes it's-- it's hard to even picture my mom's *face*. You know?

Sometimes it takes a while.

Yeah.



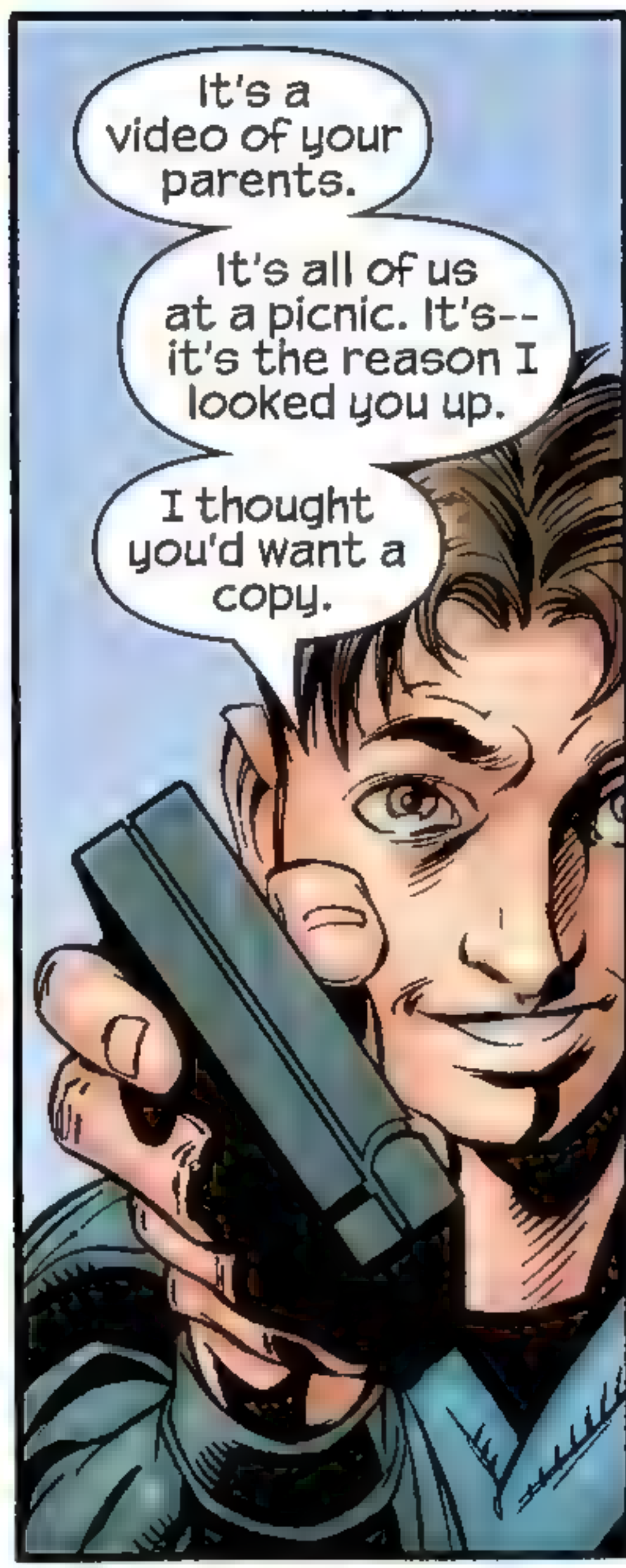
I look at the pictures and I go: okay, *that's* them.

But sometimes I worry that I'm not *remembering* them right--

--it's-- ugh-- it's hard to explain and I'm doing it badly.



What's that?



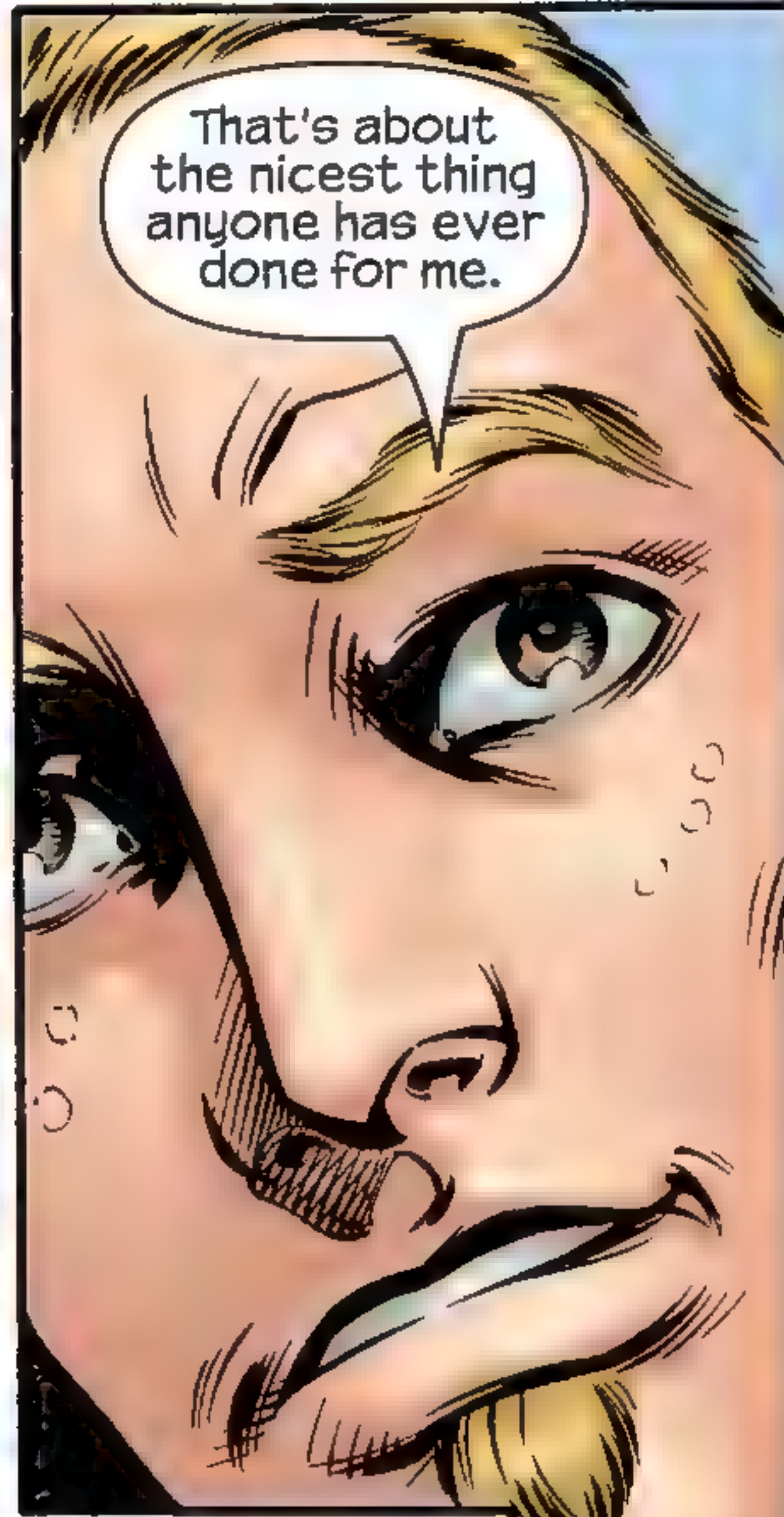
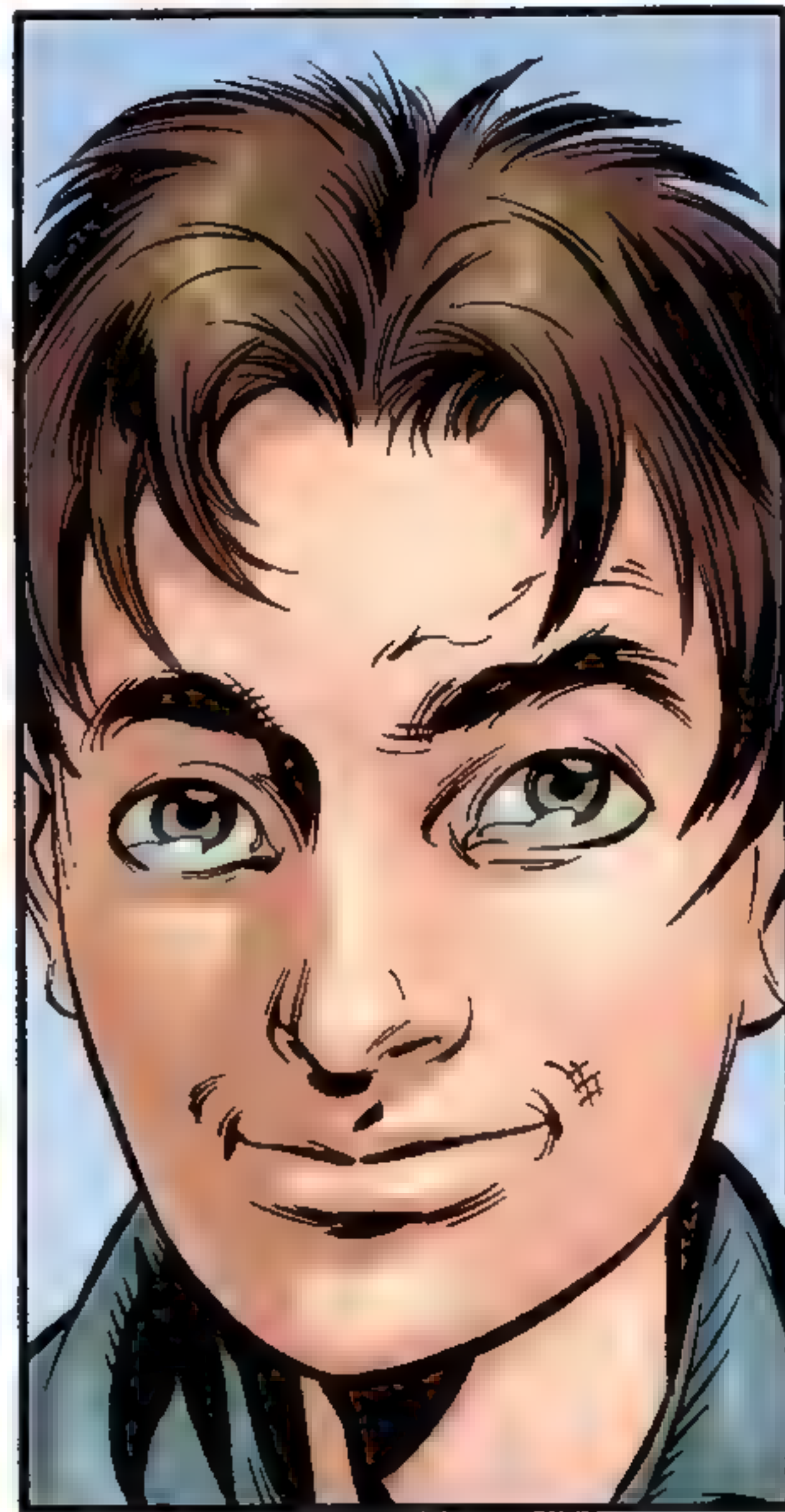
It's a video of your parents.

It's all of us at a picnic. It's-- it's the reason I looked you up.

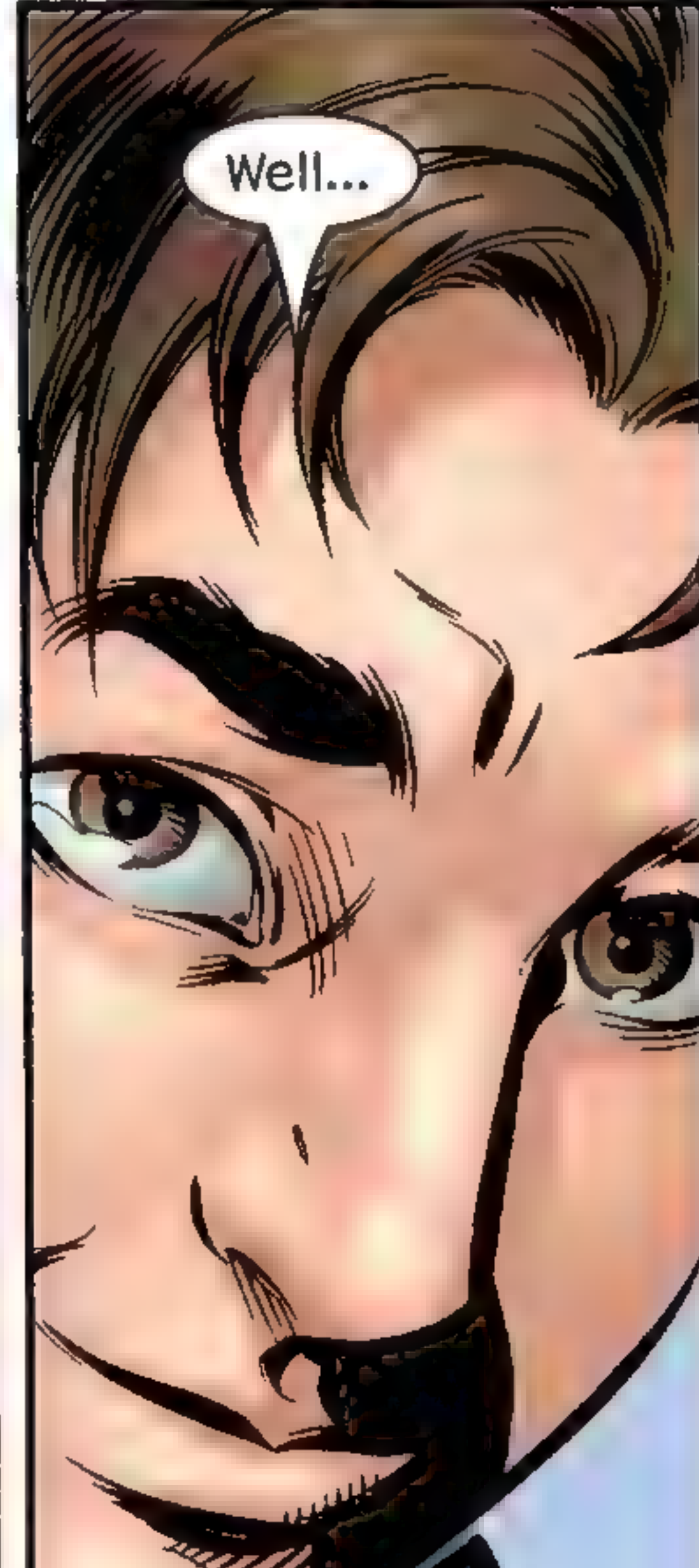
I thought you'd want a copy.



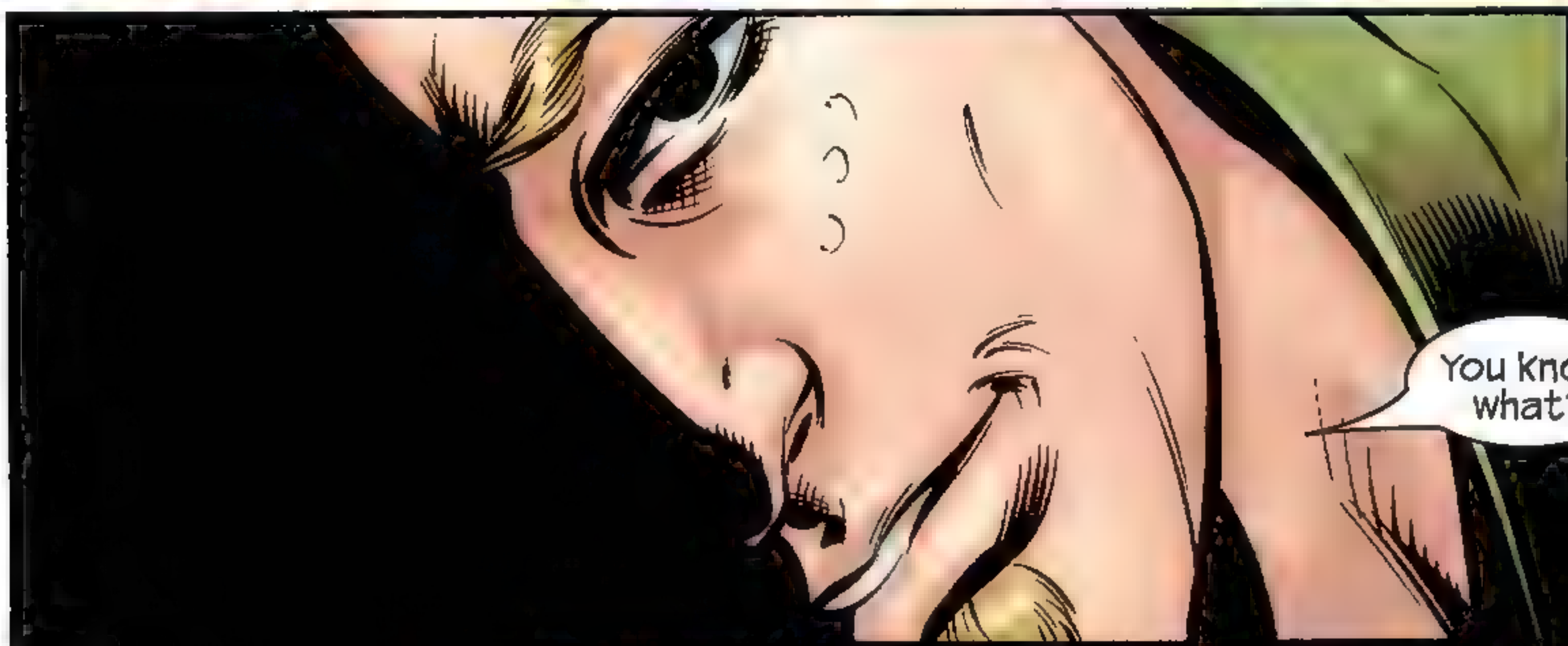
Wow.



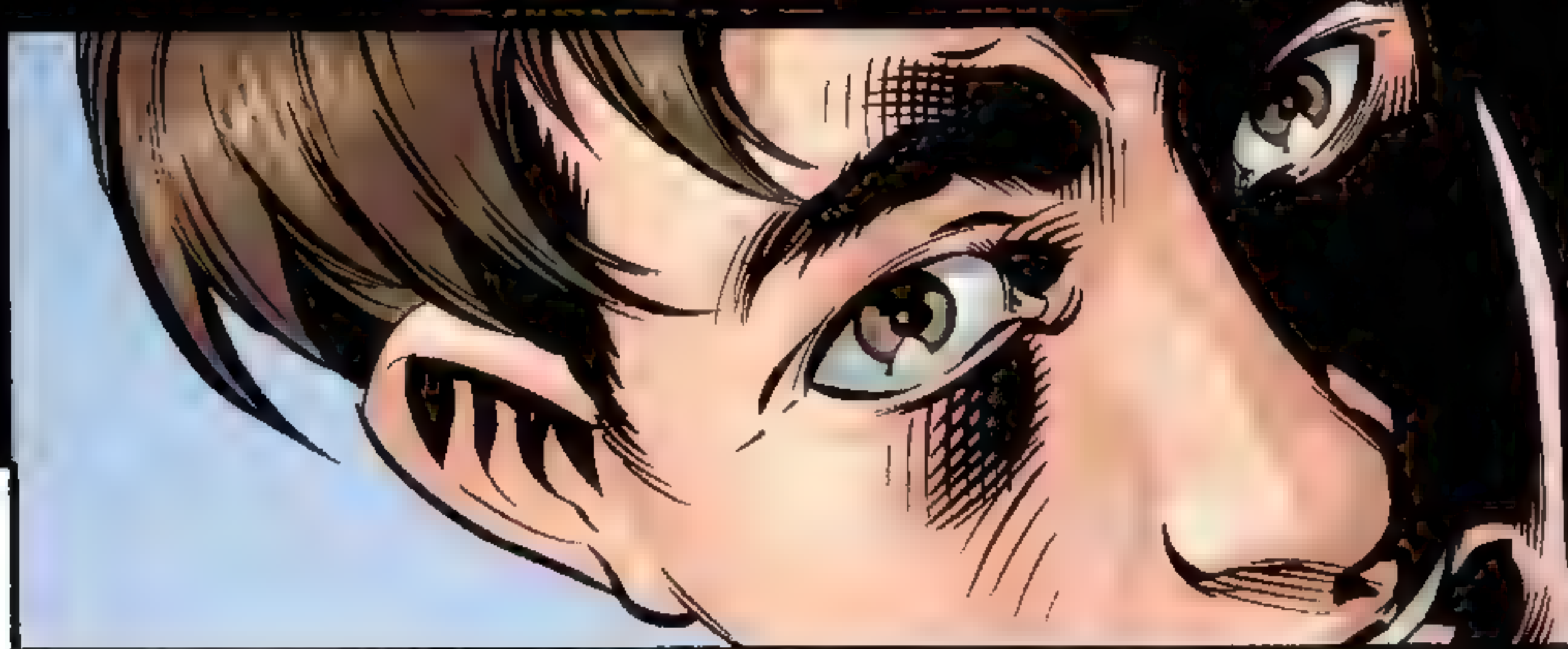
That's about the nicest thing anyone has ever done for me.



Well...

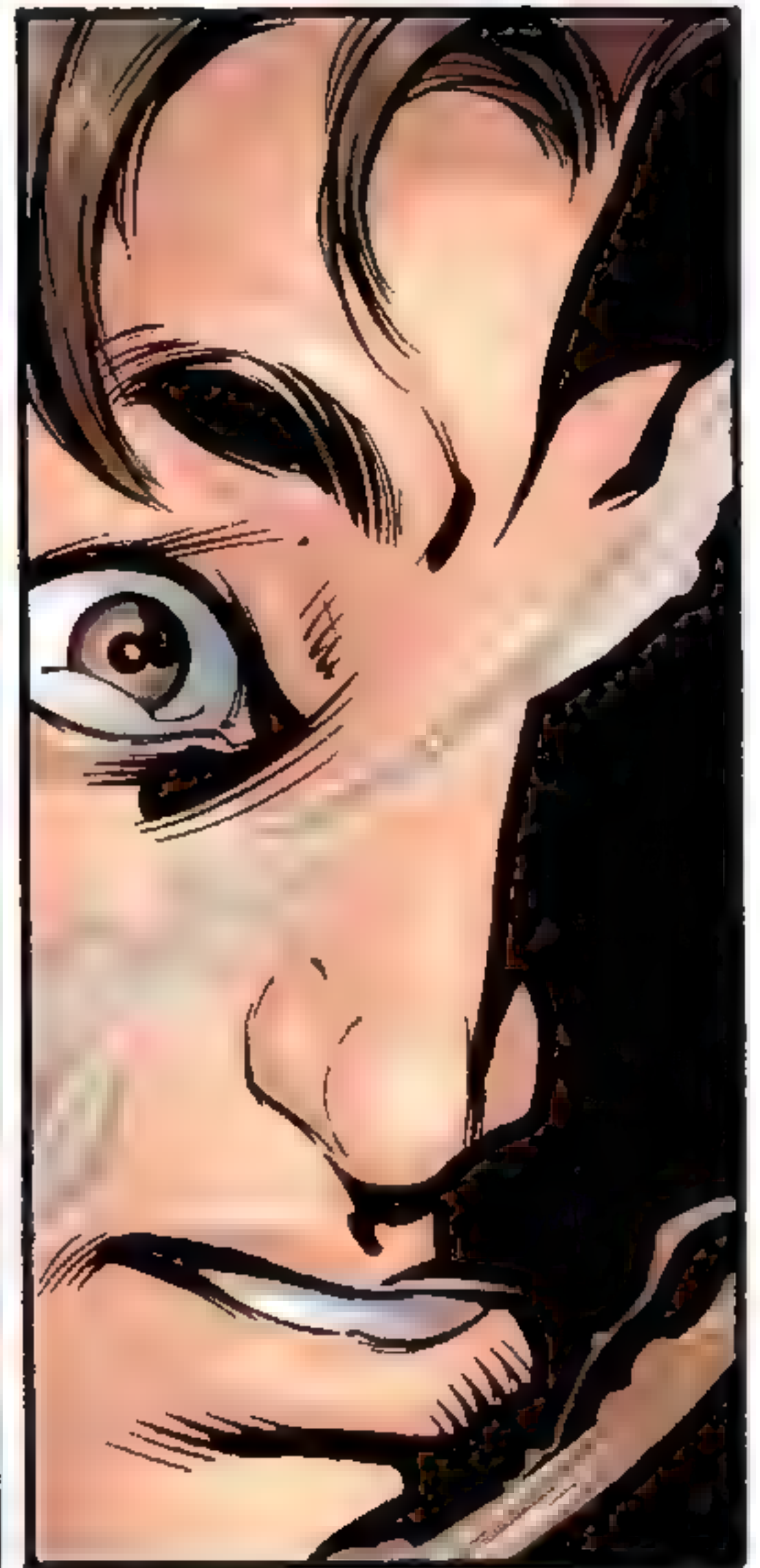
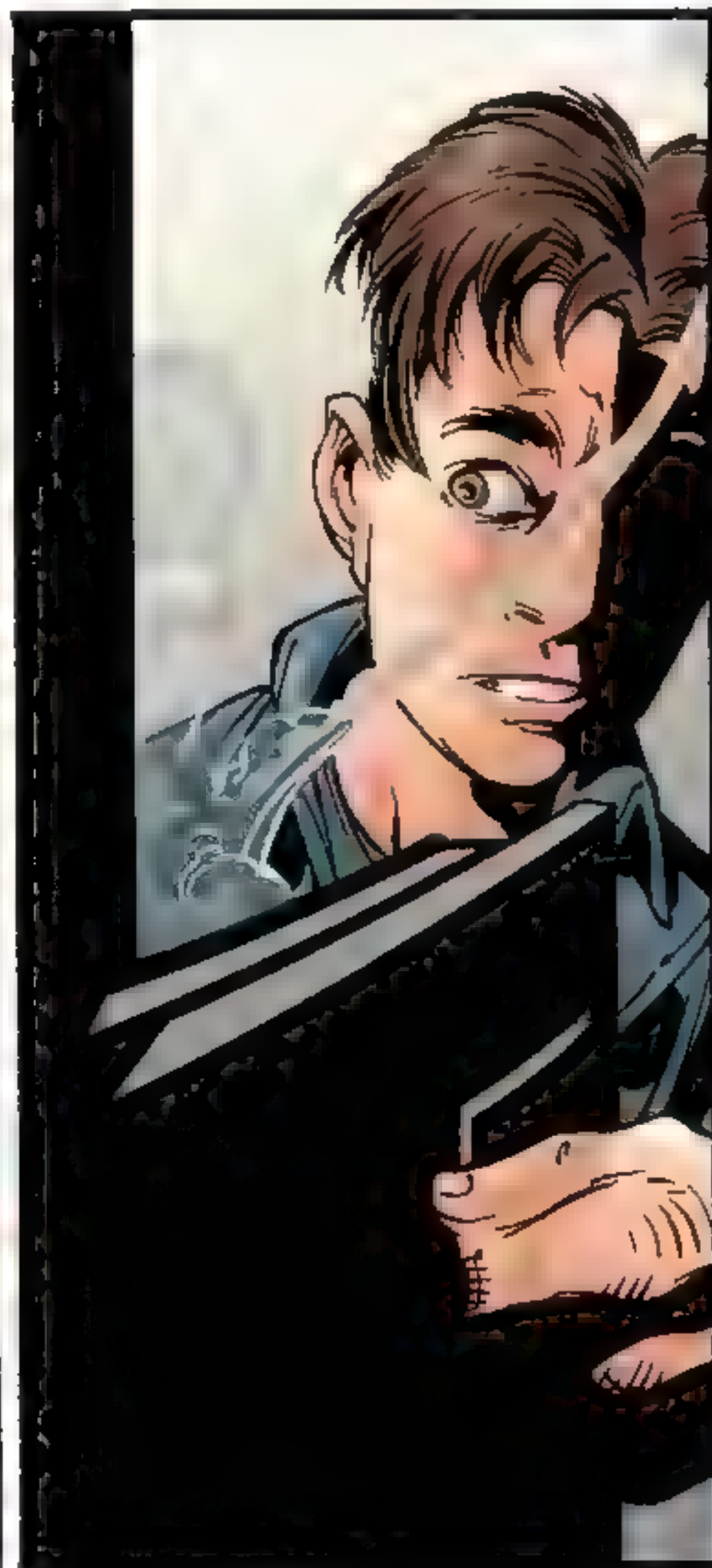
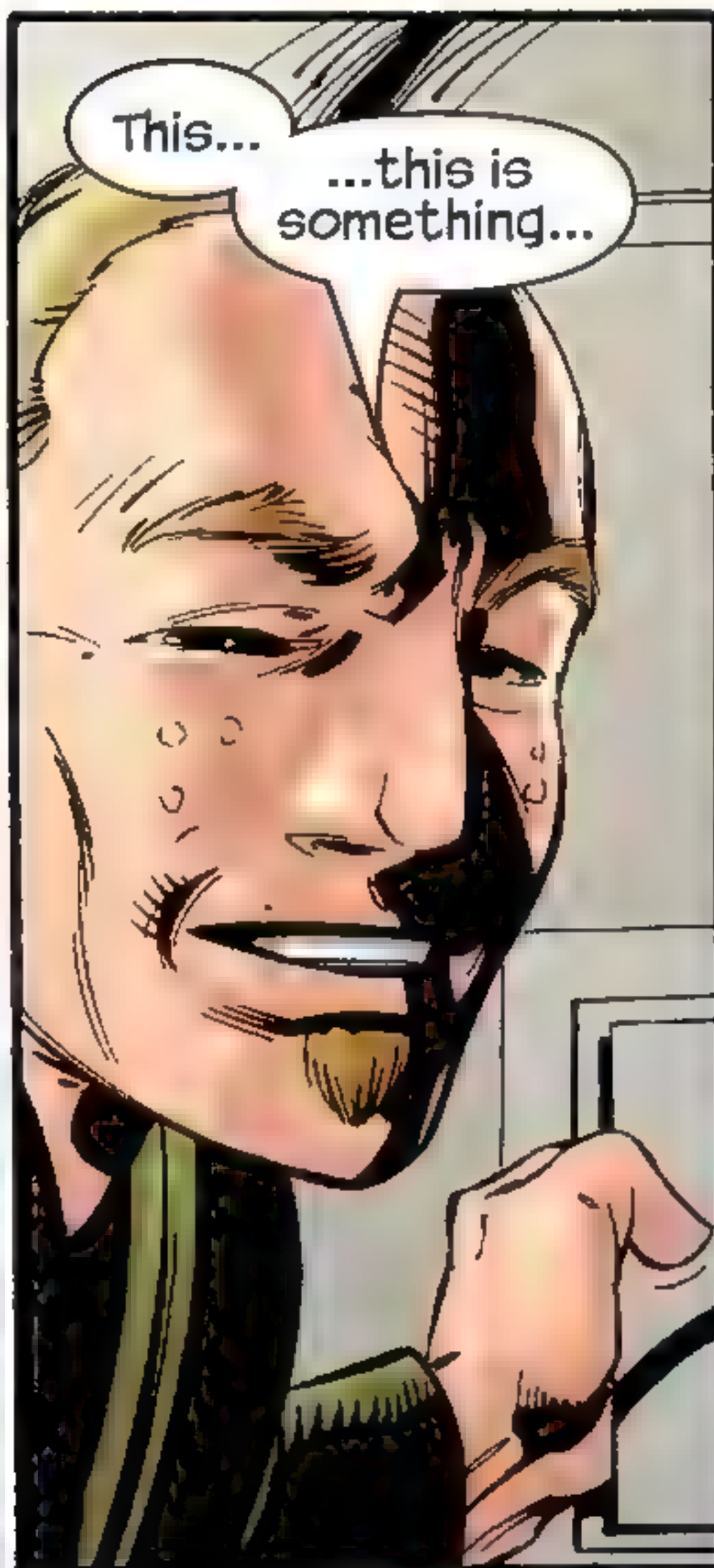
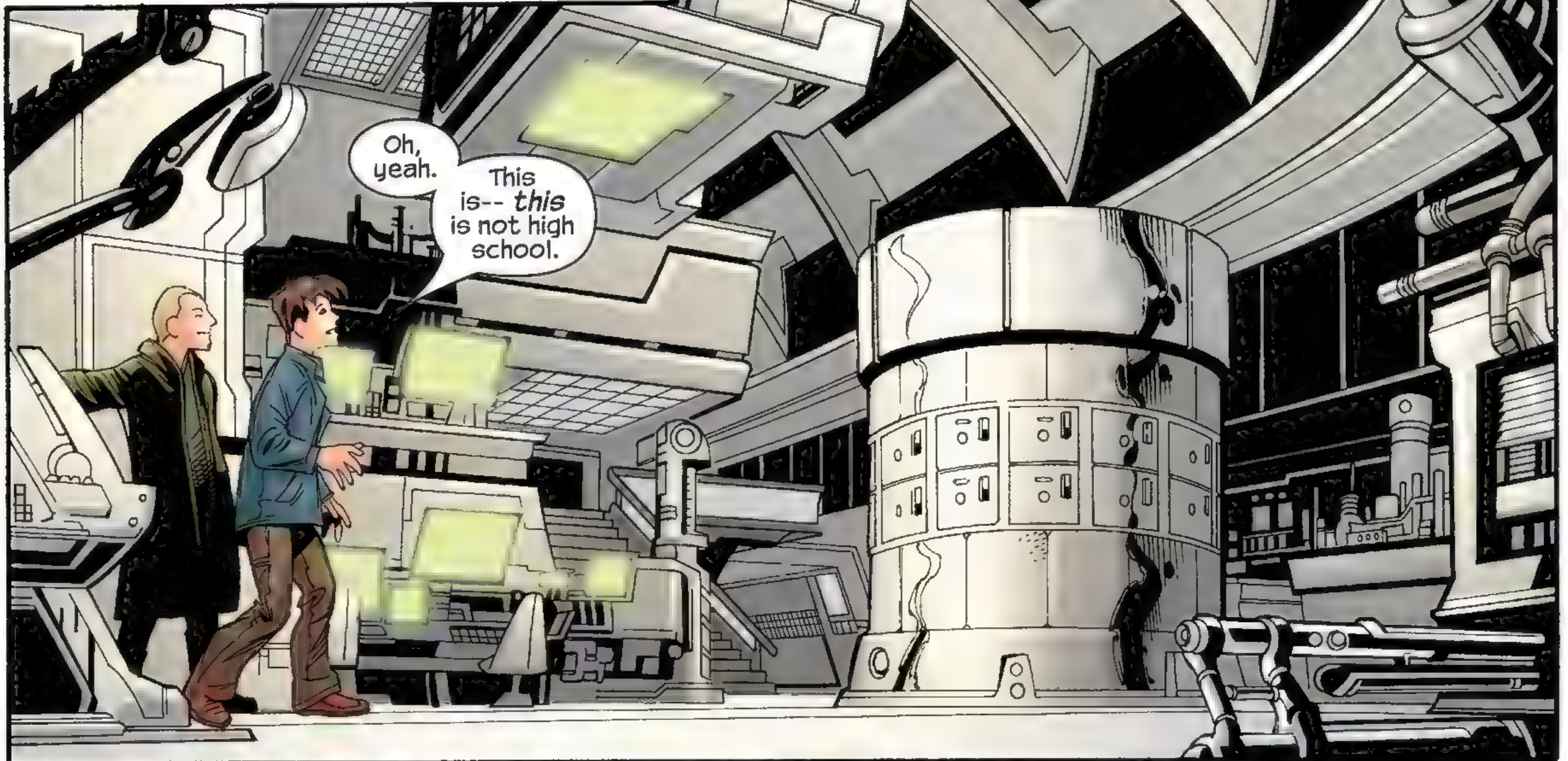
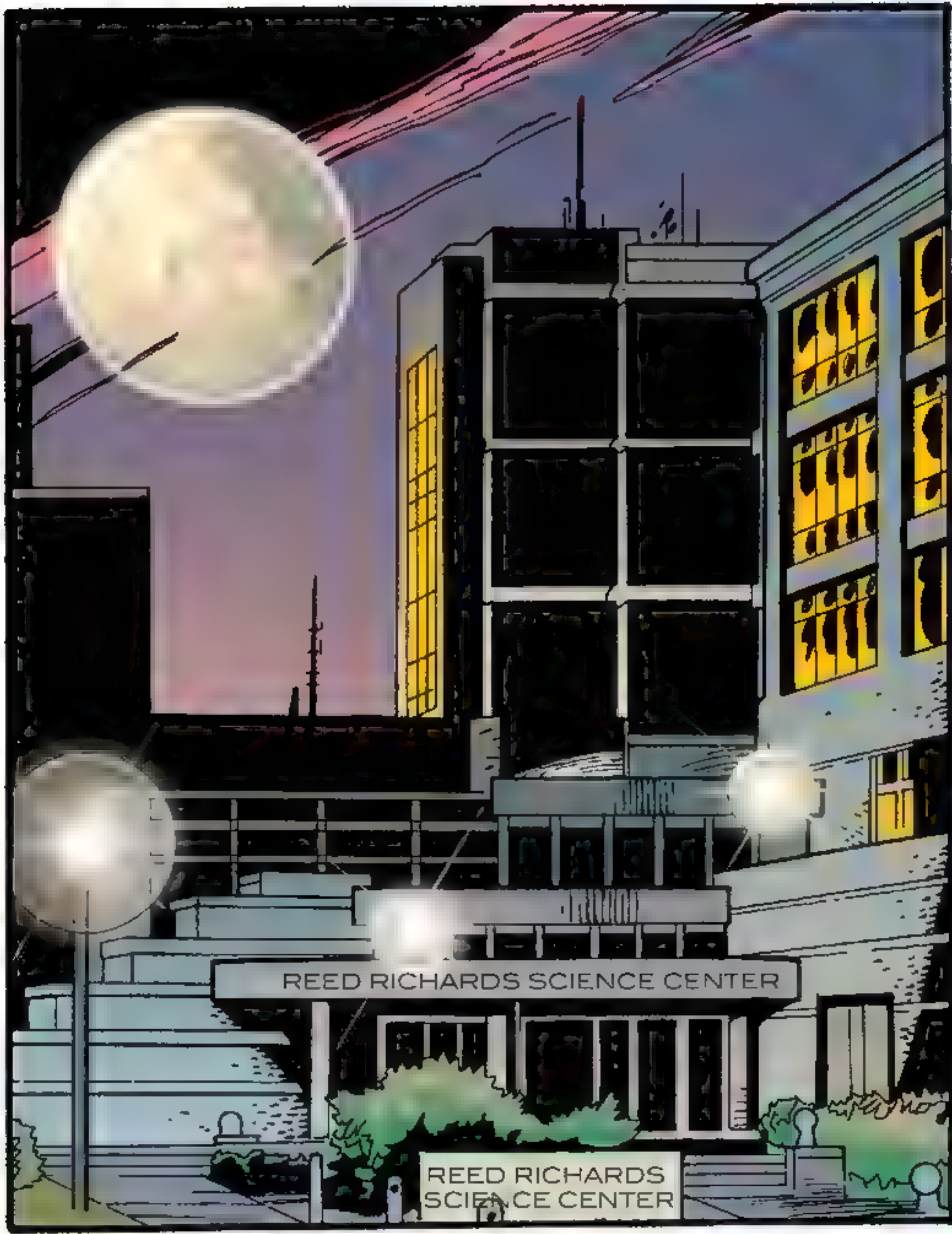


You know what?

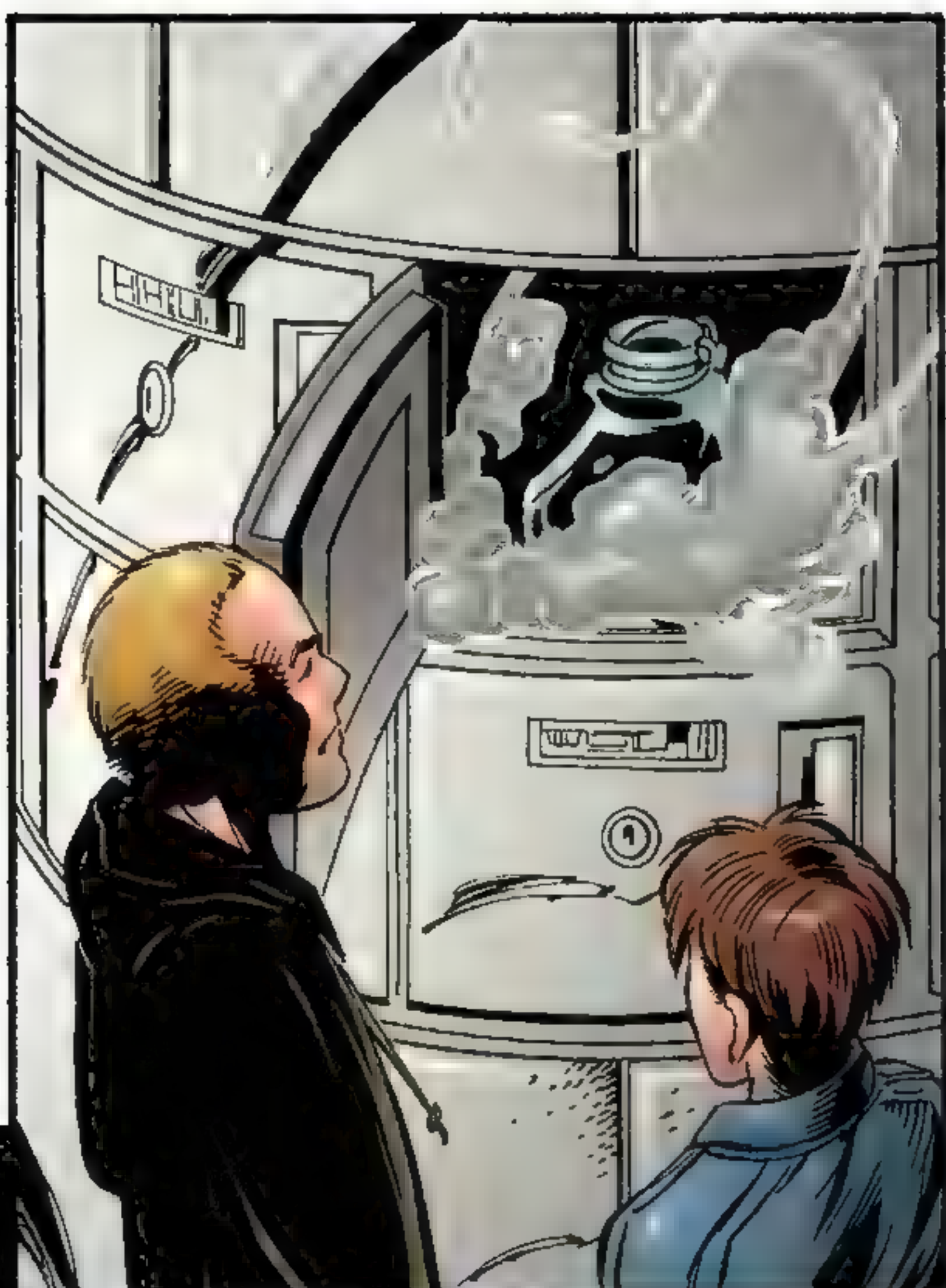


I have something to show *you*, too.









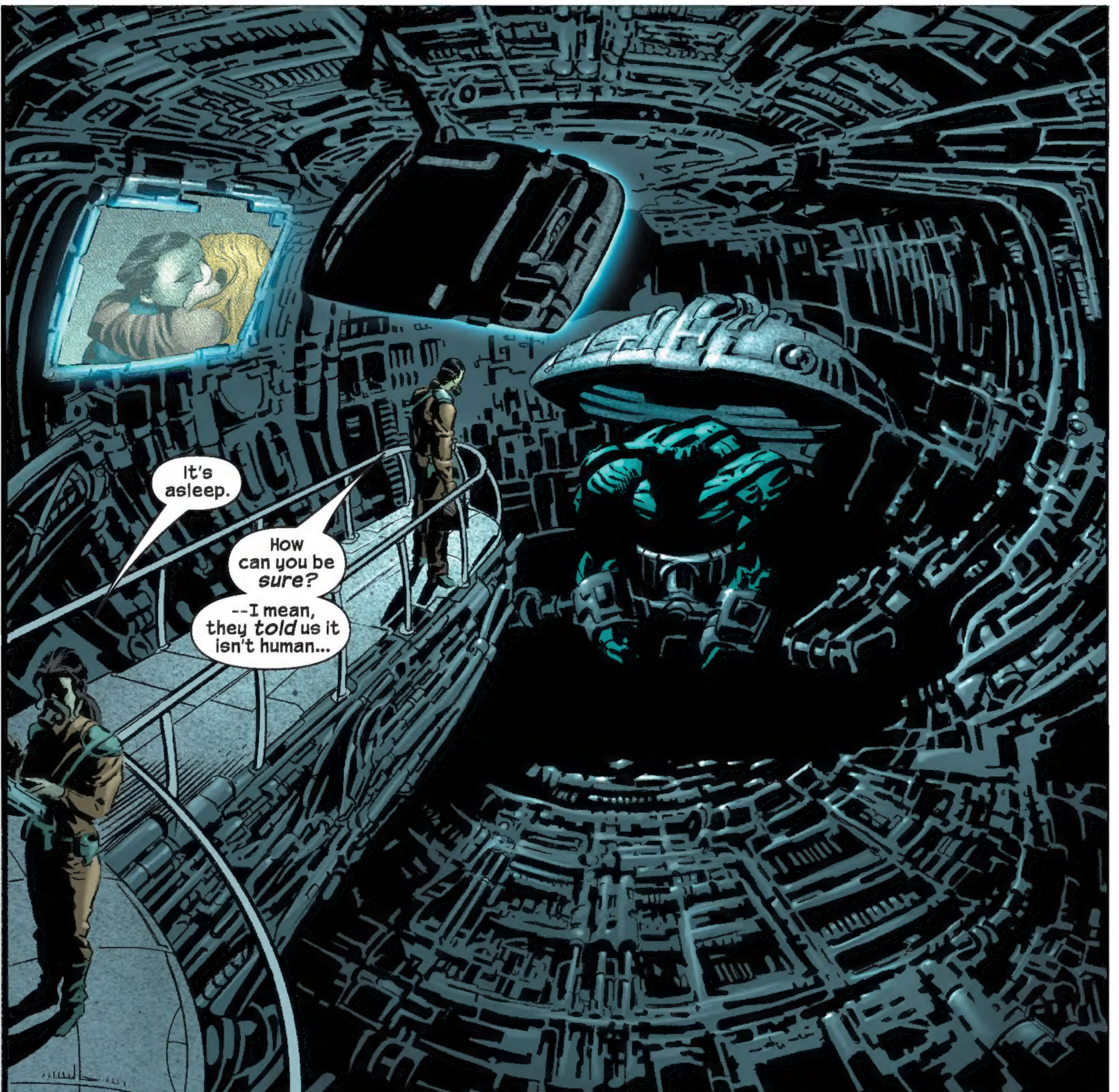
To be  
continued...



**MARVEL<sup>®</sup>**

THE INCREDIBLE  
**HULK**  
#50

*IN A SECRET UNDERGROUND BUNKER IN  
THE AMERICAN SOUTHWEST...*



It's  
asleep.

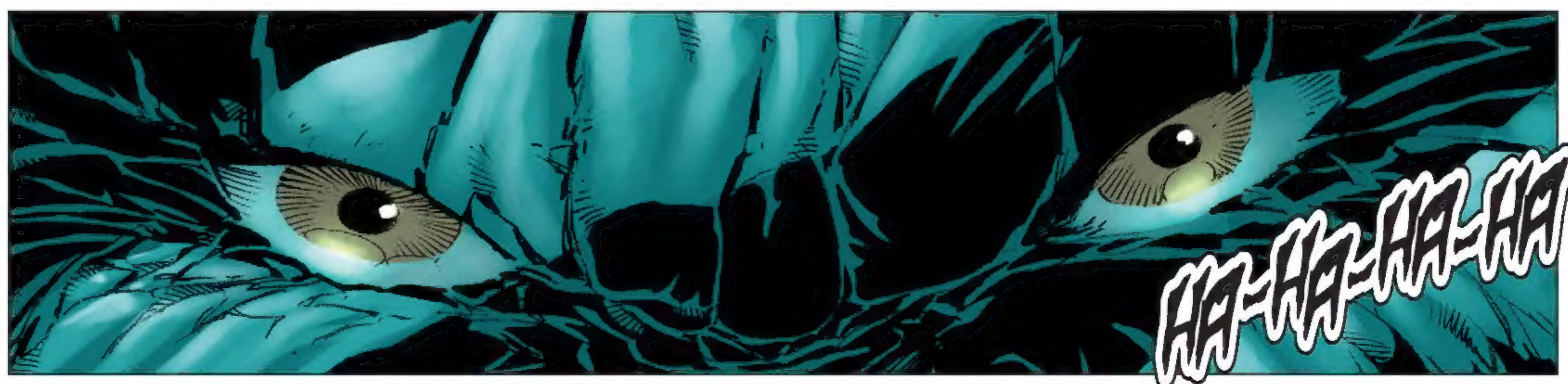
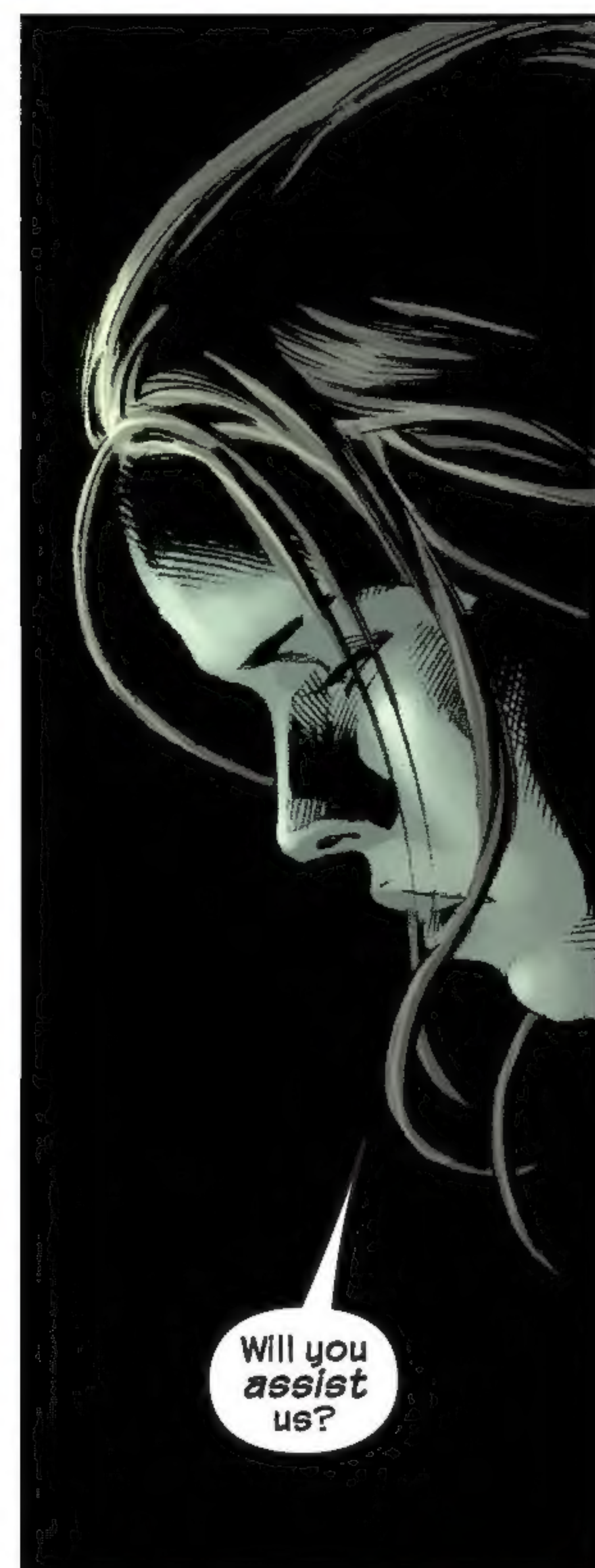
How  
can you be  
sure?

--I mean,  
they told us it  
isn't human...









To Be Continued On February 12th By Bruce Jones & Mike Deodato Jr.!

And Look For The Free Preview In **WIZARD** #137!





SON OF

VULTURON